

EXHIBIT 11

FILED UNDER SEAL

Varsity Spirit

1. How many competitions does the average Summit participant / team attend before Summit? Or what percent of local / state competitors go on to the Summit?

2500

7400 / 8000

96%

$$\frac{1300}{1100} = 2400$$

In All Star, cheer teams compete at a variety of competitions each year in order to qualify for the national championship event known as Summit

All Star Overview

Competition Season Overview

Standard Competitions

- Range of competitions spanning the most elite levels to local competitions whose focus is on fun
- 250+ competitions hosted annually and produced by regionally diverse brands, each with their own unique style and competition personality

353 events

Qualifying Events

- Year-round events with results determining qualification to or bid to The Summit event

D1/D2 - Stay to Play

The Summit and D2 at Walt Disney World

- National championship event with invitation by bid or qualification only



Sedlow?

{ - Three pricing options
- Marriott

* Study I did last year
Charlesbank Confidential

Summit Overview

- The Summit was created in 2014 as an end-of-season All Star cheerleading grand finale at Disney
- Due to popularity, Varsity subsequently introduced D2 Summit, exclusively for gyms with 125 athletes or less
- In admission to entrance to the main event, Summit packages include hotel accommodation at a Disney resort, Disney World admissions passes, and pre-arranged transportation.
- Teams typically choose between 2-4 Night packages, with prices ranging from \$500-1,300 per person (i.e., depending on resort choice and accommodation per room).
- Local teams may pick a Commuter package which is as low as \$299 per participant and \$160 per coach

WEBB'S Involvement
- Created culture of innovation & growth
- Olympic opportunity
- International unlock
- Board of Directors

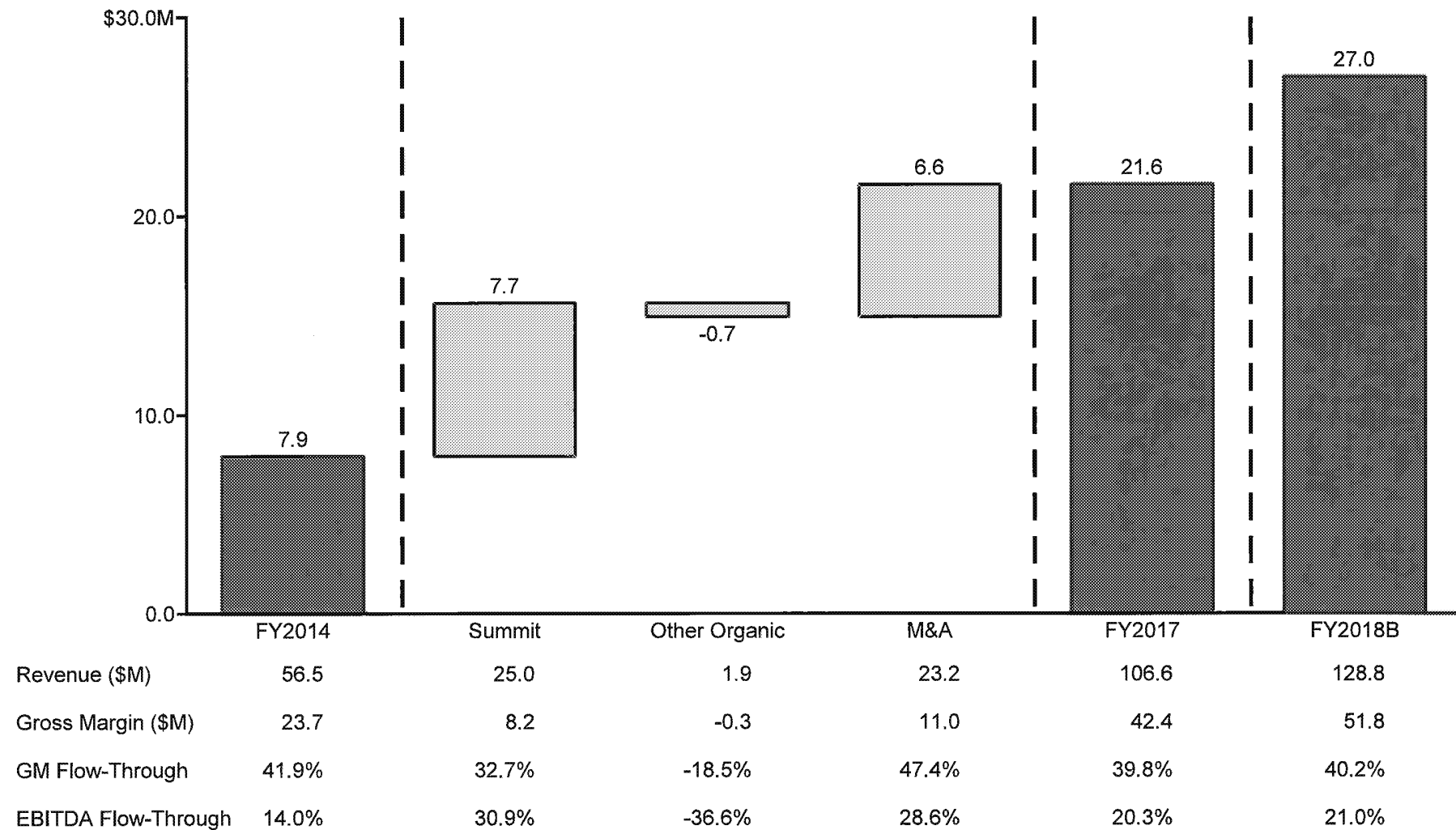
Ross

1. Is Summit cannibalizing other events or competitions? If so, how do you balance between competing events?
2. Please speak to your M&A strategy [additional M&A slide later in deck]

Varsity Spirit

Growth within All Star has been primarily driven by Summit and M&A

All Star EBITDA Bridge

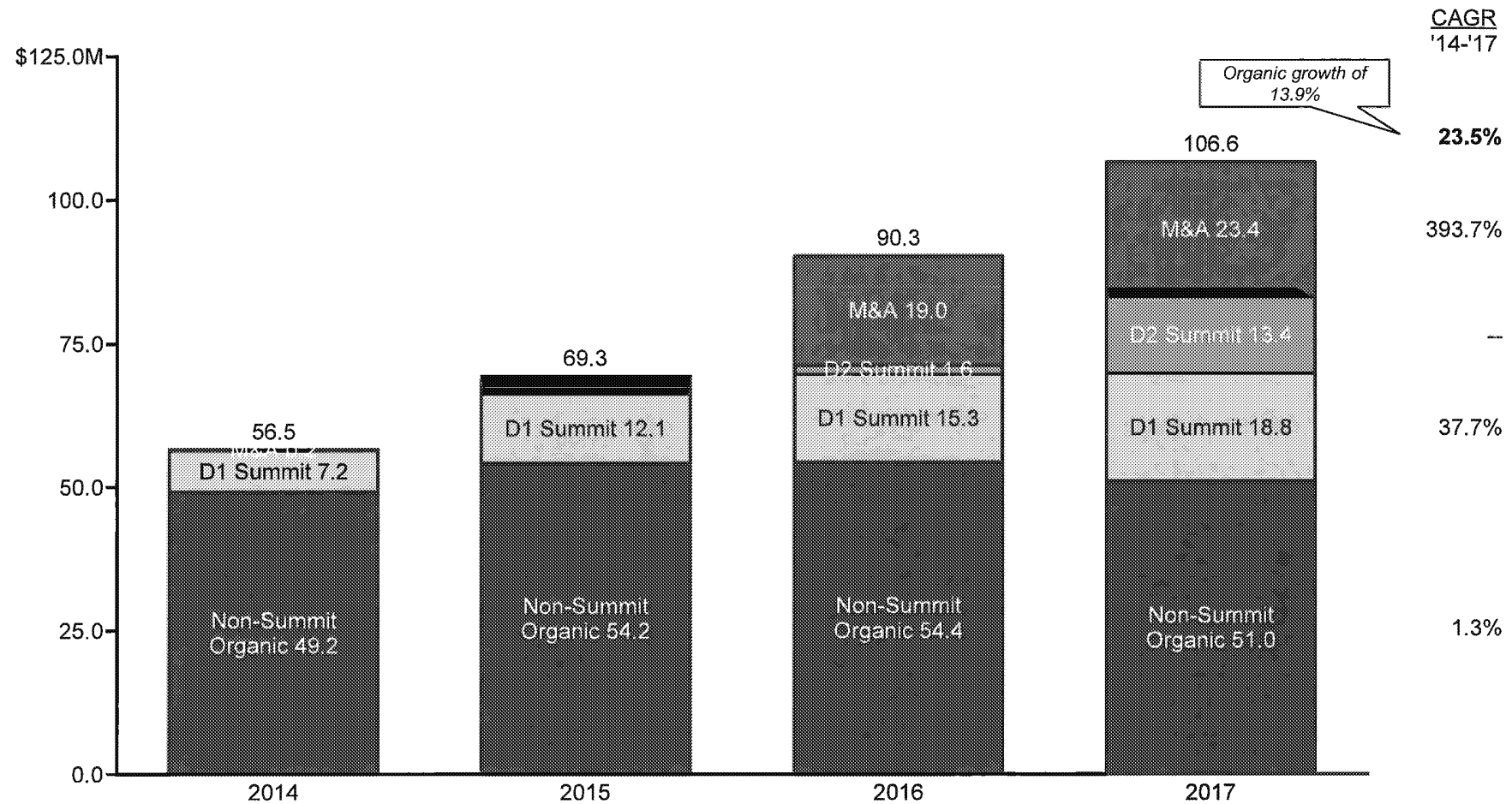


Source: Varsity Spirit Monthly Segment P&Ls, 2018 Rosetta Stone

Varsity Spirit

Since 2014, most of the growth within Varsity Spirit has come from D1 Summit, D2 Summit, and M&A. Organic growth including the Summit is ~14%

All Star Revenue Overview

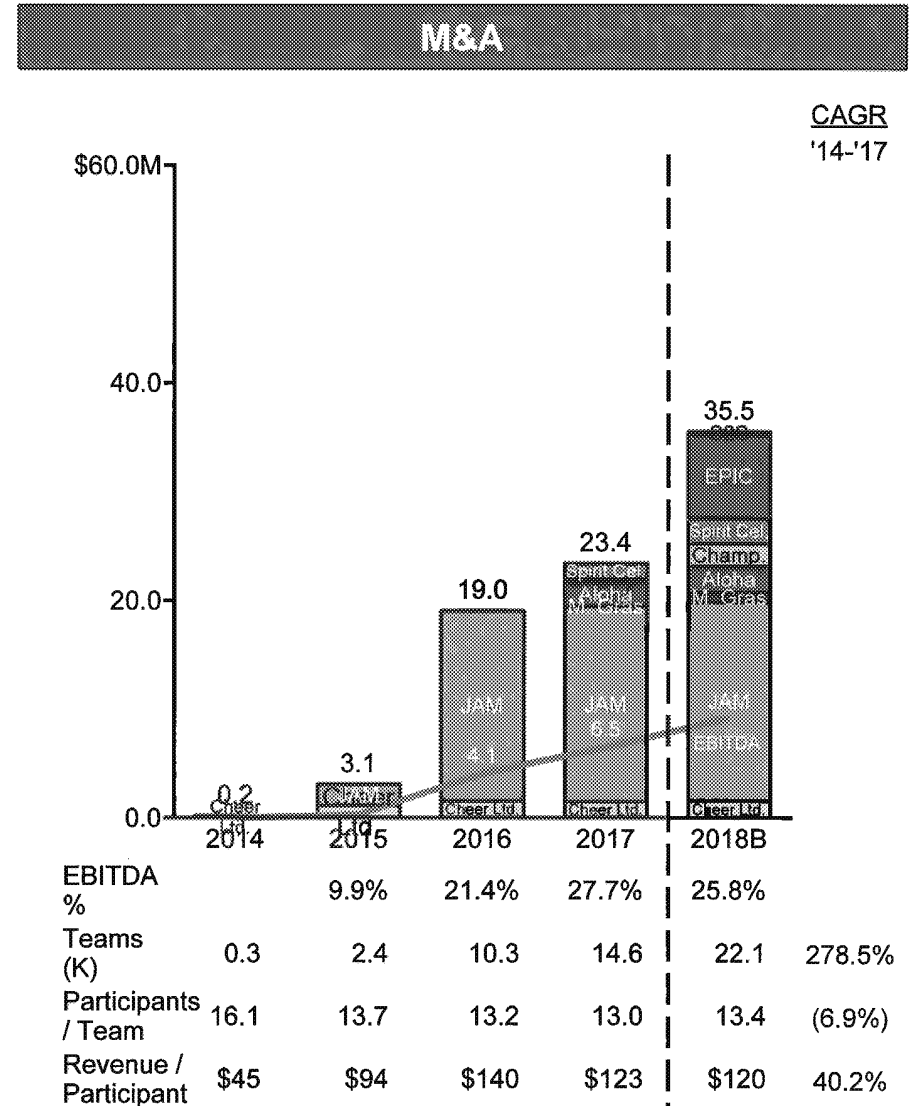
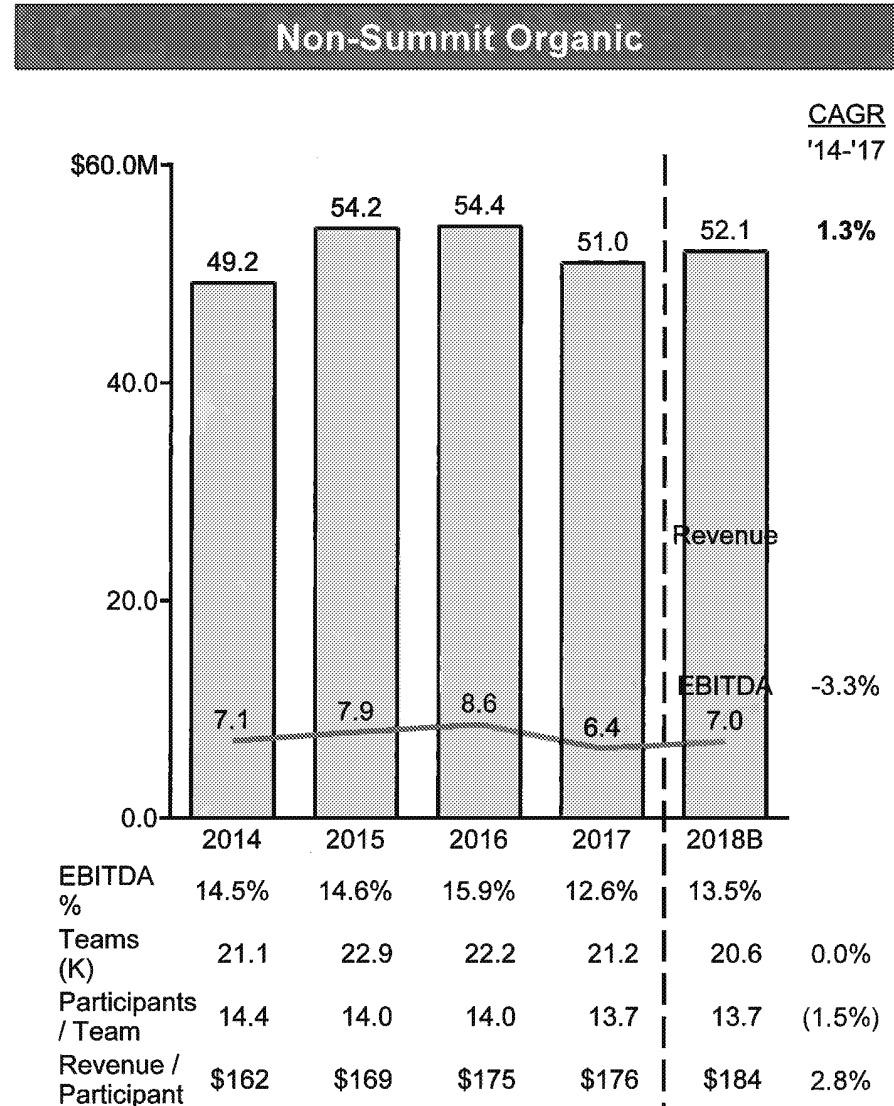


Note: Revenue related to Premier Gyms, Varsity Family Plan, and Varsity Division (Corporate) included within Non-Summit Organic
Source: 1.5.2 All Star Trends

Varsity Spirit

From 2014 to 2017, growth in All Star (excluding Summit) was driven primarily by M&A. Within Non-Summit Organic, participants per team declined, partially offset by increased revenue per participant

All Star Revenue Build



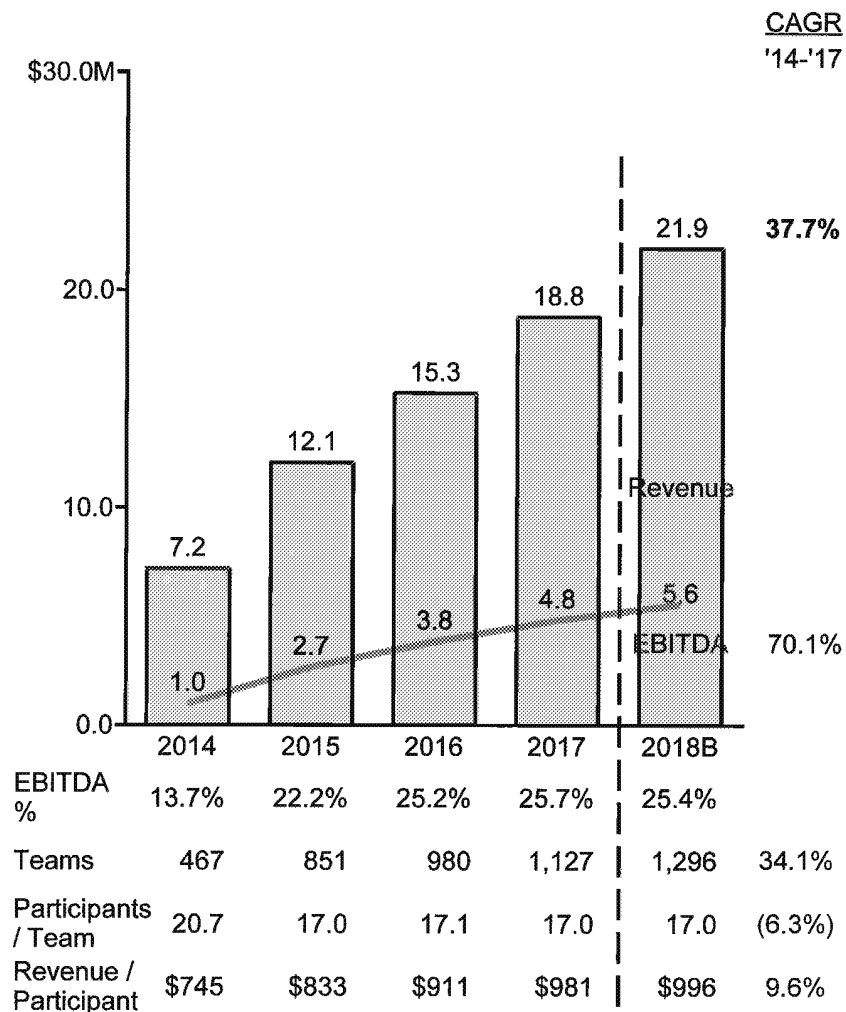
Varsity Spirit

1. Please speak to the growth story behind D1 and D2 Summit. What have been main contributors to rapid growth?
2. Please elaborate on max capacity for D1 and D2 Summits and the D3 Summit opportunity

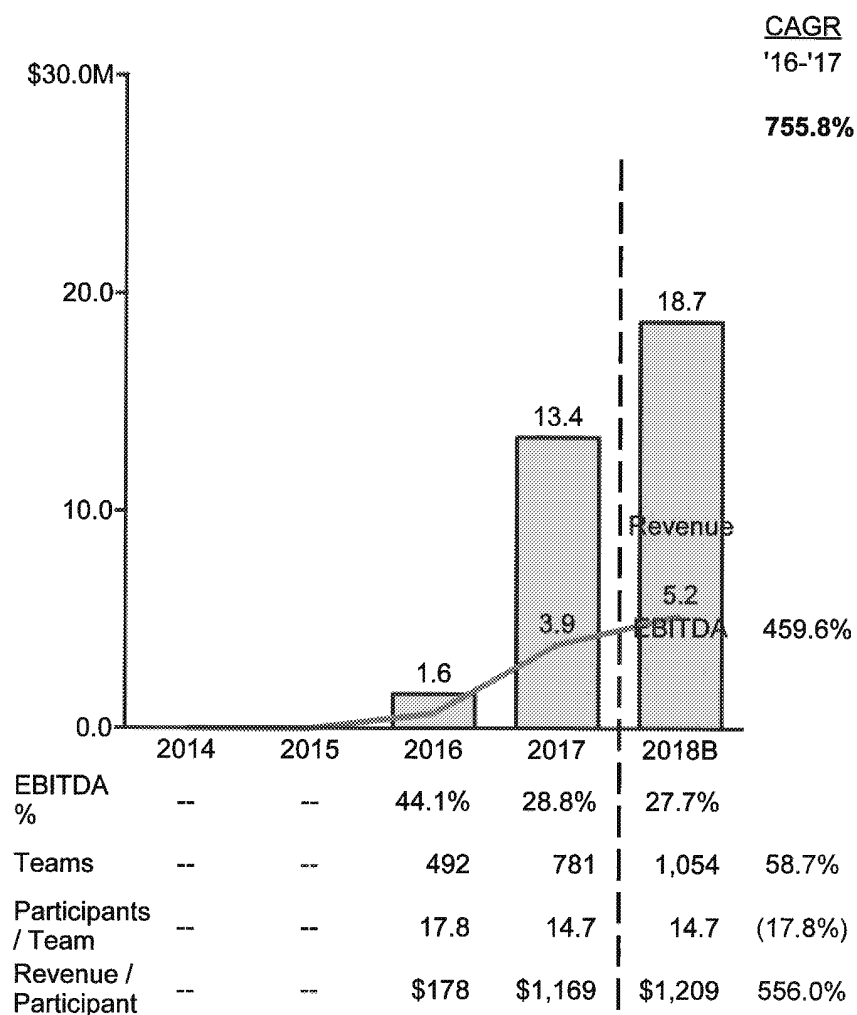
From 2014 to 2017, Summit revenue grew rapidly, driven primarily by increased team participation, with growing spend per participant also a favorable tailwind. As Summit has scaled in size, EBITDA margins have improved

Summit Revenue Build

D1 Summit



D2 Summit



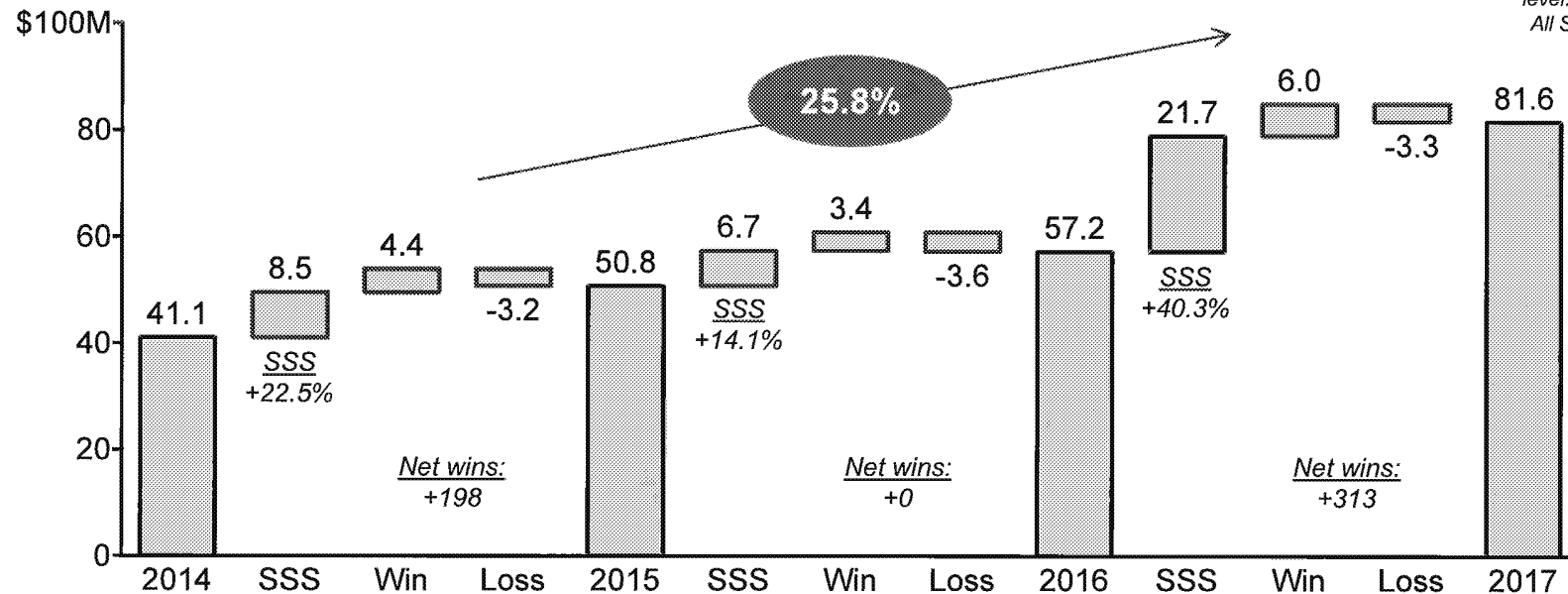
1. Please provide the event-level data to separate out account-level trends for Summit vs. M&A-acquired accounts vs. organic events
 2. What explains the high churn / wins (~30% attrition of accounts) each year?

Varsity Spirit

Significant growth in All Star driven primarily by substantial SSS growth, primarily driven by Summit

Revenue Bridge (All Star)

Gross Sales



	2014	SSS	Win	Loss	2015	SSS	Win	Loss	2016	SSS	Win	Loss	2017	'14-'17
Accounts	2,272	--	868	-670	2,470	--	735	-735	2,470	--	981	-668	2,783	511
Sales (\$M)	41.1	8.5	4.4	-3.2	50.8	6.7	3.4	-3.6	57.2	21.7	6.0	-3.3	81.6	40.6
Accounts (% PY)	--	38.2%	-29.5%	8.7%	--	29.8%	-29.8%	0.0%	--	39.7%	-27.0%	12.7%		7.0%
Sales (% PY)		20.7%	10.7%	-7.8%	23.7%	13.1%	6.8%	-7.1%	12.8%	37.9%	10.5%	-5.8%	42.6%	25.8%

Source: 3.1.2 All Star Customer Database from Varsity Spirit Dataroom

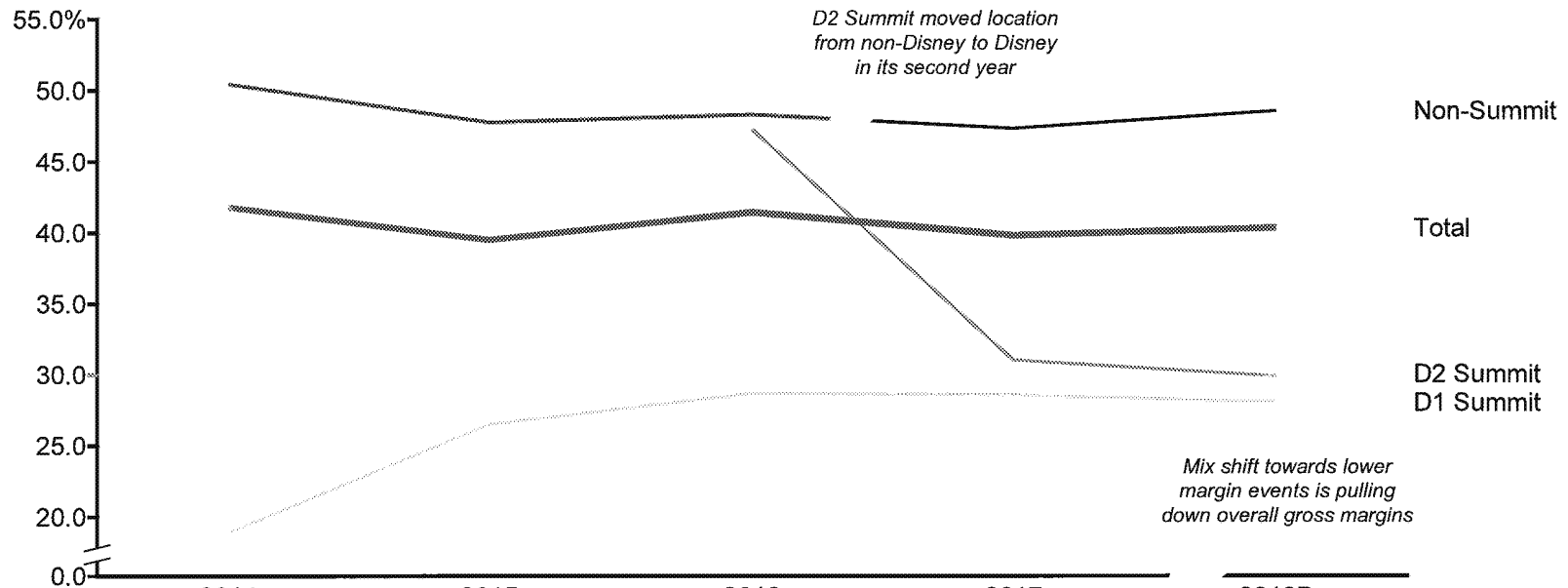
Varsity Spirit

1. Please describe the cost structure specific to Summit events vs. other competitions
2. Is there concern around margin dilution if Summit draws spend away from non-Summit events?

D1 and D2 Summit GM% is well below the GM% for other events, so as revenue mix shift trends toward Summit over the forecast period, GM% will decline

All Star Gross Margin by Type

Gross Margin Bridge Over Time



	2014	2015	2016	2017	2018B
Net Revenue (\$M)	\$56.5M	\$69.3M	\$90.3M	\$106.6M	\$128.2M
D1 Summit (% of Rev)	12.7%	17.4%	16.9%	17.6%	17.1%
D2 Summit (% of Rev)	0.0%	0.0%	1.7%	12.6%	14.6%
Non-Summit (% of Rev)	77.9%	76.1%	76.4%	67.1%	66.0%
Other (% of Rev)	9.4%	6.5%	4.9%	2.8%	2.3%
Total GM%	41.8%	39.5%	41.4%	39.8%	40.3%
D1 Summit (% GM)	18.9%	26.5%	28.7%	28.6%	28.1%
D2 Summit (% GM)	---	---	47.3%	31.0%	29.9%
Non-Summit (% GM)	50.4%	47.8%	48.3%	47.4%	48.6%
Other (% GM)	0.8%	-22.4%	-23.8%	-31.8%	-39.0%

Note: Other includes Premier Gyms, Varsity Family Plan, and Varsity Division (Corporate)

Varsity Spirit

From 2014 to 2017, increased scale resulted in ~830bps of fixed cost leverage. Labor in particular improved 435bps

All Star SG&A Over Time

All Star											
	Fiscal Year Ending,									CAGR	
	2014A	2015A	2016A	2017A	2018E	2019E	2020E	2021E	2022E	'14A - '17A	'17A - '22E
Net Sales											
All Star Net Sales	\$56.5	\$69.3	\$90.3	\$106.6	\$128.2	\$136.8	\$146.8	\$161.4	\$177.9	23.5%	10.8%
% Growth		22.6%	30.2%	18.1%	20.3%	6.6%	7.4%	10.0%	10.2%		
SG&A											
All Star Labor	9.4	10.4	12.9	13.1	16.2	16.9	17.6	18.3	19.0	11.7%	7.7%
% of Segment Revenue	16.7%	14.9%	14.3%	12.3%	12.7%	12.3%	12.0%	11.3%	10.7%	(435bps)	(162bps)
% Growth		9.9%	24.8%	1.5%	23.9%	4.0%	4.0%	4.0%	4.0%		
All Star G&A	3.5	4.5	4.5	4.9	5.7	6.0	6.2	6.5	6.7	11.4%	6.6%
% of Segment Revenue	6.3%	6.5%	5.0%	4.6%	4.5%	4.4%	4.2%	4.0%	3.8%	(167bps)	(81bps)
% Growth		28.0%	0.1%	7.9%	17.5%	4.0%	4.0%	4.0%	4.0%		
All Star T&E	0.8	0.9	1.0	1.3	1.1	1.2	1.3	1.4	1.6	18.1%	4.7%
% of Segment Revenue	1.3%	1.3%	1.1%	1.2%	0.9%	0.9%	0.9%	0.9%	0.9%	(17bps)	(29bps)
% Growth		20.7%	6.0%	28.9%	(9.2%)	6.6%	7.4%	10.0%	10.2%		
All Star Rent	0.5	0.6	0.8	0.8	1.0	1.1	1.1	1.1	1.1	19.5%	5.9%
% of Segment Revenue	0.9%	0.8%	0.9%	0.8%	0.8%	0.8%	0.7%	0.7%	0.6%	(8bps)	(16bps)
% Growth		20.0%	42.9%	(0.4%)	23.2%	2.0%	2.0%	2.0%	2.0%		
All Star Selling	1.4	0.9	0.8	0.7	0.7	0.8	0.8	0.9	1.0	(21.5%)	7.7%
% of Segment Revenue	2.5%	1.2%	0.9%	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%	(188bps)	(8bps)
% Growth		(39.8%)	(2.9%)	(17.3%)	4.7%	6.6%	7.4%	10.0%	10.2%		
All Star Samples & Print	0.1	0.1	0.1	0.0	0.0	0.1	0.1	0.1	0.1	(30.0%)	33.1%
% of Segment Revenue	0.1%	0.1%	0.1%	0.0%	0.0%	0.1%	0.1%	0.1%	0.1%	(9bps)	3bps
% Growth		2.3%	(13.7%)	(61.1%)	(81.2%)	--	7.4%	10.0%	10.2%		
All Star Commission	0.0	0.1	0.7	0.0	0.1	0.1	0.1	0.1	0.1	(76.0%)	186.5%
% of Segment Revenue	0.1%	0.1%	0.8%	0.0%	0.1%	0.1%	0.1%	0.1%	0.1%	(8bps)	7bps
% Growth		44.7%	959.9%	(99.9%)	--	6.6%	7.4%	10.0%	10.2%		
All Star SG&A	\$15.7	\$17.4	\$20.9	\$20.8	\$25.0	\$26.1	\$27.2	\$28.4	\$29.6	9.7%	7.3%
All Star % of Net Sales	27.8%	25.1%	23.1%	19.5%	19.5%	19.1%	18.5%	17.6%	16.7%	(832bps)	(286bps)
All Star % of Growth		10.4%	20.1%	(0.3%)	20.0%	4.4%	4.2%	4.4%	4.5%		

Labor and G&A % of sales tapered off in 2017

Significant fixed cost leverage from Labor, G&A, and Selling

1. Given size of spend bucket, is there any cost savings opportunity? How much is contracted? [Disney cost detail later in materials]
 2. Please describe the billing process for events, e.g. customer payments, Disney/event payments, timing of working capital

Varsity Spirit

The majority of event cost spend is for housing/food/conference costs related to Legacy and All Star events.

FY2017 Event Cost Breakdown

All Star		
	All Star	%
Net Sales	\$106.6M	100.0%
Less: Material	0.4	0.4%
Less: Event Cost	(47.4)	(44.4%)
Less: Labor COGS	(17.2)	(16.1%)
Gross Profit	\$42.4M	39.8%
Less: Selling	(0.7)	(0.6%)
Less: Samples	0.0	0.0%
Less: Print	(0.0)	(0.0%)
Less: T&E	(1.3)	(1.2%)
Less: G&A	(4.9)	(4.6%)
Less: Labor	(13.1)	(12.3%)
Less: Rent	(0.8)	(0.8%)
Less: Commission	(0.0)	(0.0%)
Product EBITDA	\$21.6M	20.3%
Less: Corporate	0.0	0.0%
EBITDA	\$21.6M	20.3%

All Star		
	\$	%
Housing/Food/Conference	30.3	63.9%
Staging/Lighting/Sound	6.2	13.0%
Prizes/Awards	4.4	9.3%
Program Support Supplies	2.3	4.9%
Shipping/Freight	1.3	2.7%
Rental Expense	1.2	2.5%
Catering	0.6	1.3%
Taxes/Insurance	0.3	0.6%
Production Costs	0.2	0.5%
Camper Entertainment	0.2	0.5%
Participant Transportation	0.1	0.2%
Miscellaneous COGS	0.1	0.2%
Uniforms	0.1	0.2%
Event Profit Share	0.1	0.1%
Total Event Costs	\$47.4M	100.0%

Varsity Spirit

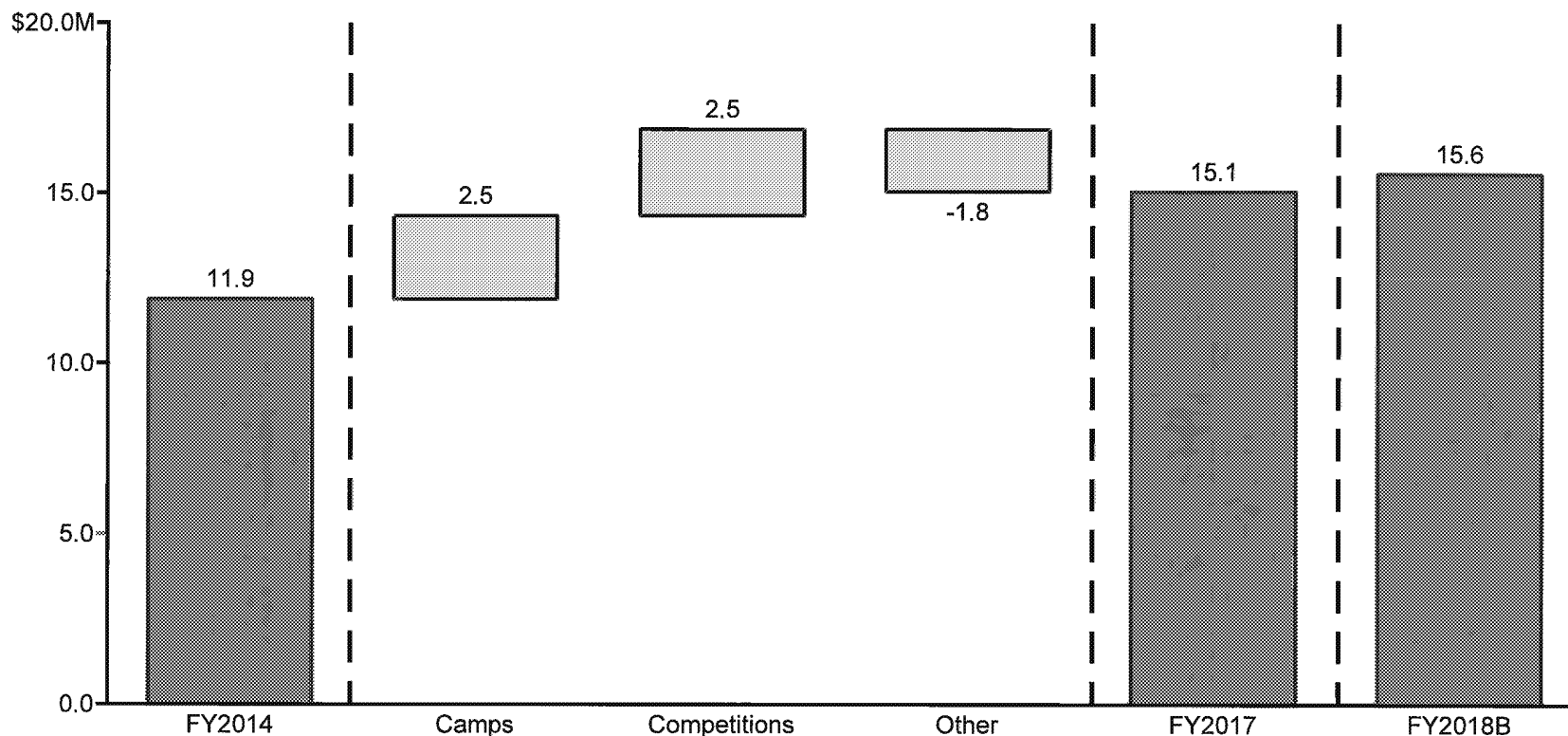
Agenda

- Overview
- Apparel
- All Star (Club Competitions)
- Legacy (Camps and School Competitions)
- Vignettes
- Appendix

Varsity Spirit

Within Legacy, revenue growth and gross margin expansion offset incremental investment in SG&A

Legacy EBITDA Bridge



Note: Reconciliation includes change in Eliminations and Commissions
 Source: Varsity Spirit Monthly Segment P&Ls, 2018 Rosetta Stone

Varsity Spirit

M&A Pipeline

Completed Deals - 10/25/17-2/8/18

Acquired Businesses	Close Date	Revenue (\$M)	EBITDA (\$M)	Purchase Price (\$M)	EBITDA Multiples
Jam Spirit dba Team Champion (Varsity Sp)	11/16/2017	\$1.9	\$0.2	\$1.5	6.5x
Mardi Gras Spirit (Varsity Spirit)	12/1/2017	\$0.9	\$0.2	\$0.9	5.1x
Hibbetts Team Sports - "Tide" (BSN)	12/4/2017	\$8.5	\$1.0	\$6.4	6.0x
Sea to Sky (Varsity Spirit)	12/21/2017	\$0.3	\$0.2	\$1.0	6.0x
Gulf Coast Athletic Supply - "Buffalo" (BSN)	1/12/2018	\$7.0	\$0.8	\$6.1	6.0x
EPIC (Varsity Spirit)	1/19/2018	\$7.9	\$2.0	\$14.9	7.2x
DC Sports - "Toupee" (BSN)	1/24/2018	\$4.0	\$0.4	\$1.6	3.9x
Total		\$30.5	\$4.8	\$32.4	6.4x

Targeted Deals - Next 3 Months

Targeted Acquisition	Est. Close Date	Revenue (\$M)	EBITDA (\$M)	Purchase Price (\$M)	EBITDA Multiples
"Broken Window" (BSN)**	2/28/18	\$2.0	TBD	\$0.5	TBD
"Maz" (BSN)**	3/30/18	\$5.0	TBD	\$3.0	TBD
"Boardwalk" (BSN)**	5/1/18	\$10.0	TBD	\$7.0	TBD
Total		\$15.0	N/A	\$10.5	N/A

** Note: Broken Window, Maz and Boardwalk are not under LOI yet and have multiple open issues to be resolved prior to a potential closing

Source: February 2018 board materials

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Varsity Spirit**Revenue Reconciliation***(All Star)*

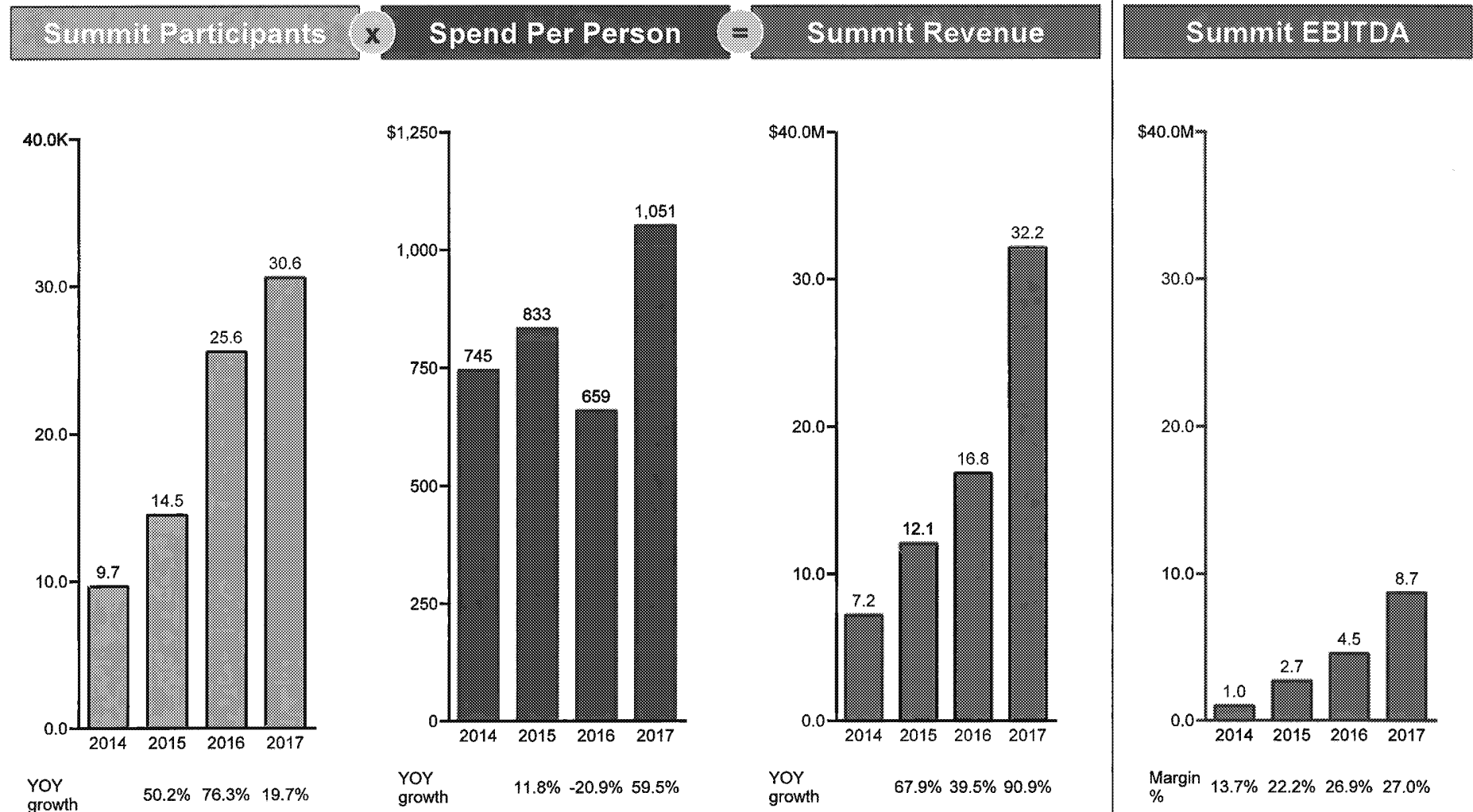
	2014	2015	2016	2017
Customer Revenue	41,057,017	50,771,260	57,247,238	81,642,265
Aloha Brands revenue no detail by customer				1,108,597
Spirit Celebration revenue no detail by customer				254,626
Team Champion revenue no detail by customer				223,729
Jam Brands revenue no detail by customer		1,719,020	9,645,070	
US Finals (not by customer)			1,585,167	1,461,119
VAS International events no detail by customer				411,271
Event-Related Gross Revenue	41,057,017	52,490,280	68,477,475	85,101,607
Non customer commissions		3,813,765	174,977	4,648,639
Sponsor revenues	7,287	178,053	167,004	86,687
Disney related revenue (ticket splits/airfare)		182,133	253,575	434,049
Spectator Fees	9,432,554	11,275,596	15,438,529	16,745,681
Sovenir Sales at camps & competitions	3,036,828	241,442	5,889,970	94,528
International Customer at VAS events			374,116	(827,641)
Other	104,069	81,009	(547,818)	
Premier (not by customer)	9,671,943	9,874,102	9,499,468	7,469,028
Unreconciled	71,315	(193,715)	(94,268)	71,602
Gross Sales	63,381,013	77,942,665	99,633,029	113,824,180
Less: Net Adjustments	(6,832,375)	(8,596,683)	(9,367,182)	(7,220,273)
Net Sales	56,548,638	69,345,982	90,265,847	106,603,907

Source: 3.1.2 All Star Customer Database and Reconciliation Information from Varsity Spirit Dataroom

Varsity Spirit

From 2014 to 2017, Summit revenue grew rapidly, driven primarily by increased participation, with growing spend per participant also a favorable tailwind. As Summit has scaled in size, EBITDA margins have improved

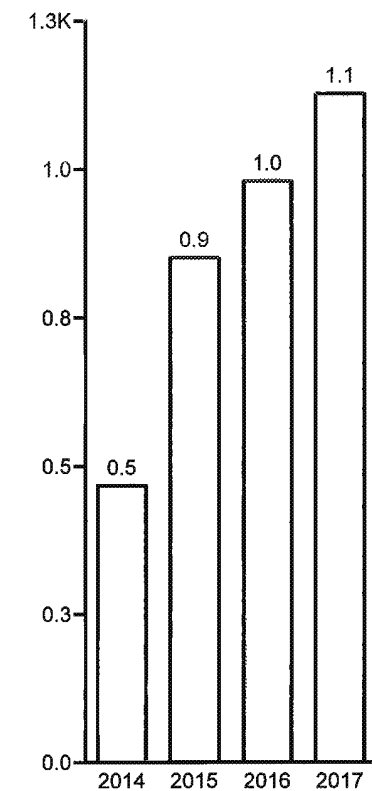
Summit Revenue Build (Combined)



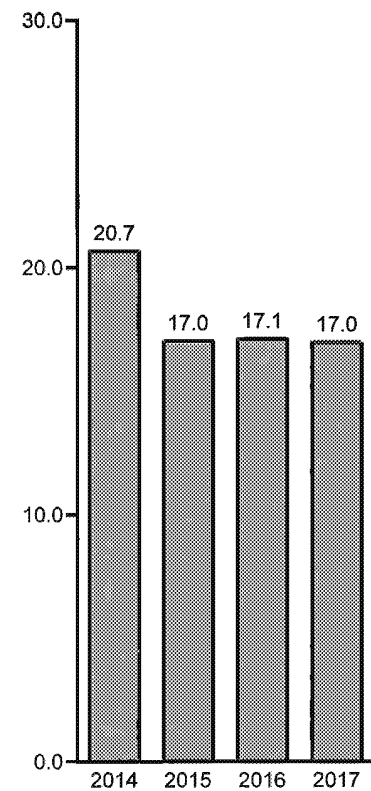
Varsity Spirit

D1 Summit Revenue Build

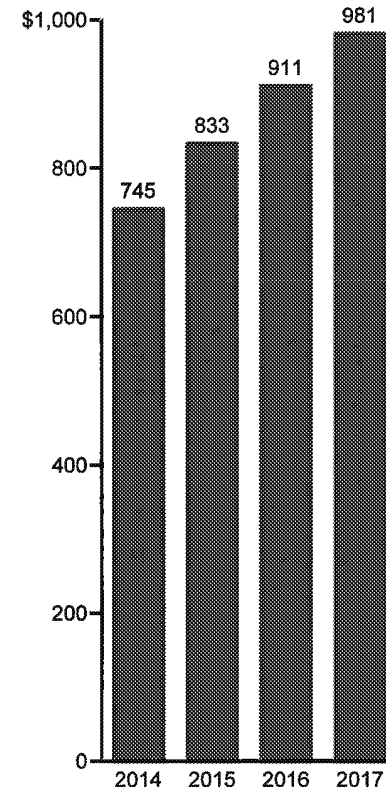
Teams	x	Participants / Team	x	Spend / Participant	=	D1 Summit Revenue
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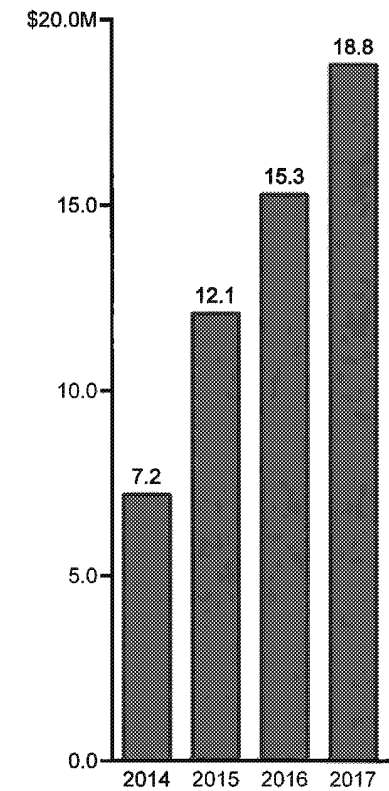
YOY growth 82.2% 15.2% 15.0%



YOY growth -17.6% 0.5% -0.8%



YOY growth 11.8% 9.3% 7.7%

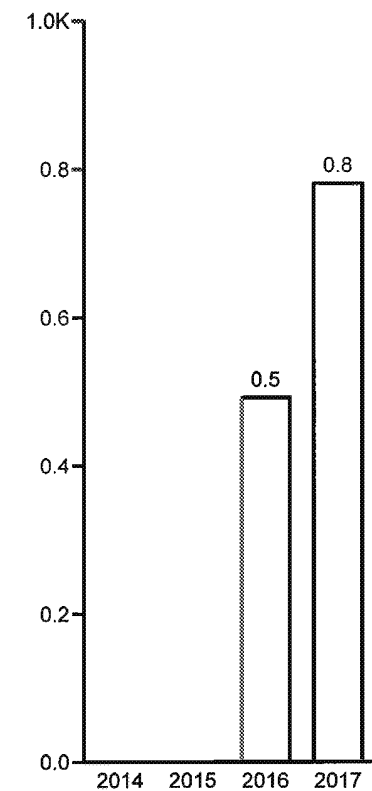


YOY growth 67.9% 26.5% 22.9%

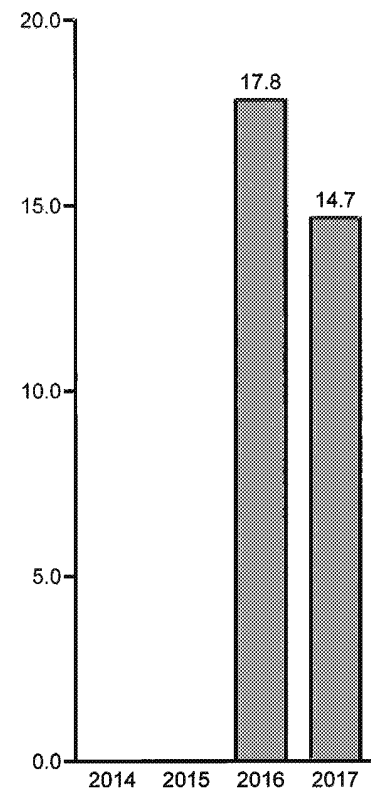
Varsity Spirit

D2 Summit Revenue Build

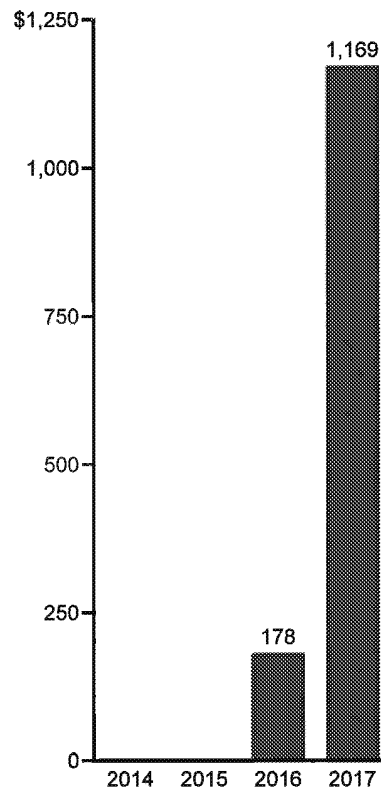
$$\text{Teams} \times \text{Participants / Team} \times \text{Spend / Participant} = \text{D2 Summit Revenue}$$

YOY
growth

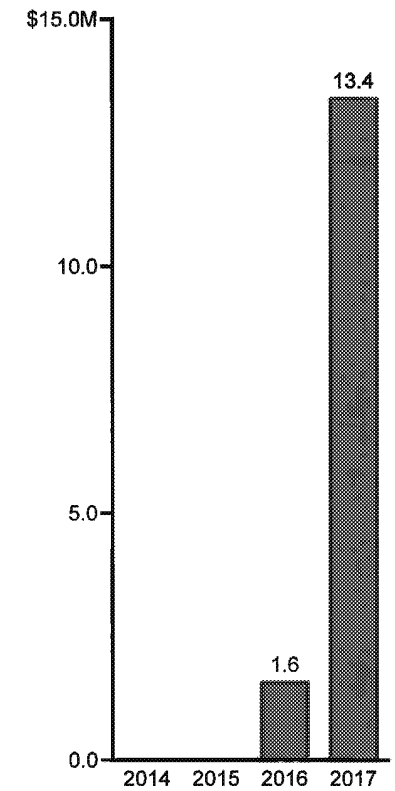
58.7%

YOY
growth

-17.8%

YOY
growth

556.0%

YOY
growth

755.8%

Varsity Spirit

D1 Summit Cost Breakdown

SG&A Summary					
	Fiscal Year Ending,				CAGR
	2014A	2015A	2016A	2017A	'14A - '17A
Net Sales					
D1 Summit Net Sales	\$7.190	\$12.075	\$15.280	\$18.774	37.7%
% Growth		67.9%	26.5%	22.9%	
SG&A					
D1 Summit Labor	\$0.127	\$0.152	\$0.201	\$0.000	(100.0%)
% of Segment Revenue	1.8%	1.3%	1.3%	0.0%	(177bps)
% Growth		19.9%	31.7%		
D1 Summit Commission	\$0.000	\$0.000	\$0.000	\$0.000	NA
% of Segment Revenue	0.0%	0.0%	0.0%	0.0%	0bps
% Growth					
D1 Summit G&A	\$0.178	\$0.336	\$0.315	\$0.377	28.5%
% of Segment Revenue	2.5%	2.8%	2.1%	2.0%	(46bps)
% Growth		89.2%	(6.3%)	19.8%	
D1 Summit Selling	\$0.046	\$0.024	\$0.015	\$0.005	(52.6%)
% of Segment Revenue	0.6%	0.2%	0.1%	0.0%	(61bps)
% Growth		(47.4%)	(38.5%)	(67.1%)	
D1 Summit Samples & Print	\$0.009	\$0.007	\$0.000	\$0.000	(76.1%)
% of Segment Revenue	0.1%	0.1%	0.0%	0.0%	(13bps)
% Growth		(24.9%)	(100.0%)		
D1 Summit T&E	\$0.013	\$0.004	\$0.012	\$0.003	(34.9%)
% of Segment Revenue	0.2%	0.0%	0.1%	0.0%	(16bps)
% Growth		(68.6%)	212.0%	(71.9%)	
D1 Summit Rent	\$0.000	\$0.001	\$0.001	\$0.000	NA
% of Segment Revenue	0.0%	0.0%	0.0%	0.0%	0bps
% Growth			(39.9%)	(59.3%)	
D1 Summit SG&A	\$0.372	\$0.524	\$0.543	\$0.385	1.2%
D1 Summit % of Net Sales	5.2%	4.3%	3.6%	2.1%	(312bps)
D1 Summit % of Growth		40.8%	3.6%	(29.0%)	

FY2017 General Ledger Extract		
<u>Cost of Manufacturing</u>		
675300	Shipping/Freight	3,514.90
675320	Payroll - Instructors	129,803.65
675345	Contract Labor	75,042.01
675400	Housing/Food/Conference	11,790,224.22
675450	Staff Housing Residential	291,046.84
675600	Uniforms	10,826.73
675800	Prizes/Awards	176,144.83
675850	Program Support Supplies	713,667.16
675900	Staff Travel - Auto	92,705.68
675905	Staff Travel - Air	95,127.03
675910	Staff Travel - Food	68,239.71
675915	Staff Travel - Hotel	2,033.18
675920	Staff Entertainment	26,304.72
675925	Camper Entertainment	106,960.01
675930	Production Costs	139,597.59
Cost of Manufacturing		13,721,238.26
Cost of Sales		13,409,121.26
Gross Profit		(5,364,704.22)
<u>Selling Expense</u>		
757131	Website Development/Content	1,360.00
757400	Advertising	678.39
758029	Recruiting Expenses	-
758045	Recruiting Food	14.01
758400	Postage	10.95
758450	Express Mail	2,834.95
758620	Brochure Expense	122.91
Selling Expense		5,021.21
<u>Administrative Expense</u>		
846220	Office/Operating Supplies	974.41
846261	Telephone - Data Lines	33.33
846320	Bank Service Charges	345,183.69
846500	Travel - Air/Auto	3,075.46
846510	Travel - Food	370.21
846520	Travel - Hotel	-
846660	Rent - Equipment	247.56
846720	Legal Fees	3,268.02
846750	Consulting Expense	6,589.35
846800	Liability/General Insurance	16,724.28
846995	Other Miscellaneous Expense	3,966.67
Administrative Expense		380,432.98

Varsity Spirit

D2 Summit Cost Breakdown

SG&A Summary

	2014A	Fiscal Year Ending,		2017A	CAGR
		2015A	2016A		'16A - '17A
Net Sales					
D2 Summit Net Sales	\$0.000	\$0.000	\$1.564	\$13.384	755.8%
% Growth				755.8%	
SG&A					
D2 Summit Labor			\$0.035	\$0.009	(75.4%)
% of Segment Revenue			2.2%	0.1%	(218bps)
% Growth				(75.4%)	
D2 Summit Commission			\$0.000	\$0.000	NA
% of Segment Revenue			0.0%	0.0%	0bps
% Growth					
D2 Summit G&A			\$0.001	\$0.278	35,472.5%
% of Segment Revenue			0.0%	2.1%	203bps
% Growth				35,472.5%	
D2 Summit Selling			\$0.000	\$0.001	1,673.2%
% of Segment Revenue			0.0%	0.0%	1bps
% Growth				1,673.2%	
D2 Summit Samples & Print			\$0.000	\$0.000	NA
% of Segment Revenue			0.0%	0.0%	0bps
% Growth					
D2 Summit T&E			\$0.014	\$0.008	(45.2%)
% of Segment Revenue			0.9%	0.1%	(84bps)
% Growth				(45.2%)	
D2 Summit Rent			\$0.000	\$0.000	NA
% of Segment Revenue			0.0%	0.0%	0bps
% Growth					
D2 Summit SG&A			\$0.050	\$0.296	492.3%
D2 Summit % of Net Sales			3.2%	2.2%	(98bps)
D2 Summit % of Growth				492.3%	

FY2017 General Ledger Extract

Cost of Manufacturing

675300	Shipping/Freight	5,455.54
675320	Payroll - Instructors	99,723.03
675345	Contract Labor	57,700.00
675348	Contract Labor-Facility Set-up	1,078.56
675350	Taxes/Insurance	-
675400	Housing/Food/Conference	7,858,183.58
675450	Staff Housing Residential	189,042.31
675600	Uniforms	10,826.73
675800	Prizes/Awards	59,375.57
675850	Program Support Supplies	556,973.89
675900	Staff Travel - Auto	61,158.80
675905	Staff Travel - Air	79,437.50
675910	Staff Travel - Food	49,766.16
675915	Staff Travel - Hotel	214.18
675920	Staff Entertainment	29,659.61
675925	Camper Entertainment	67,354.08
675930	Production Costs	105,151.85

Cost of Manufacturing 9,231,101.39

Cost of Sales 9,231,101.39

Gross Profit (4,153,175.43)

Selling Expense

757400	Advertising	678.39
758450	Express Mail	729.54
758620	Brochure Expense	122.90

Selling Expense 1,530.83

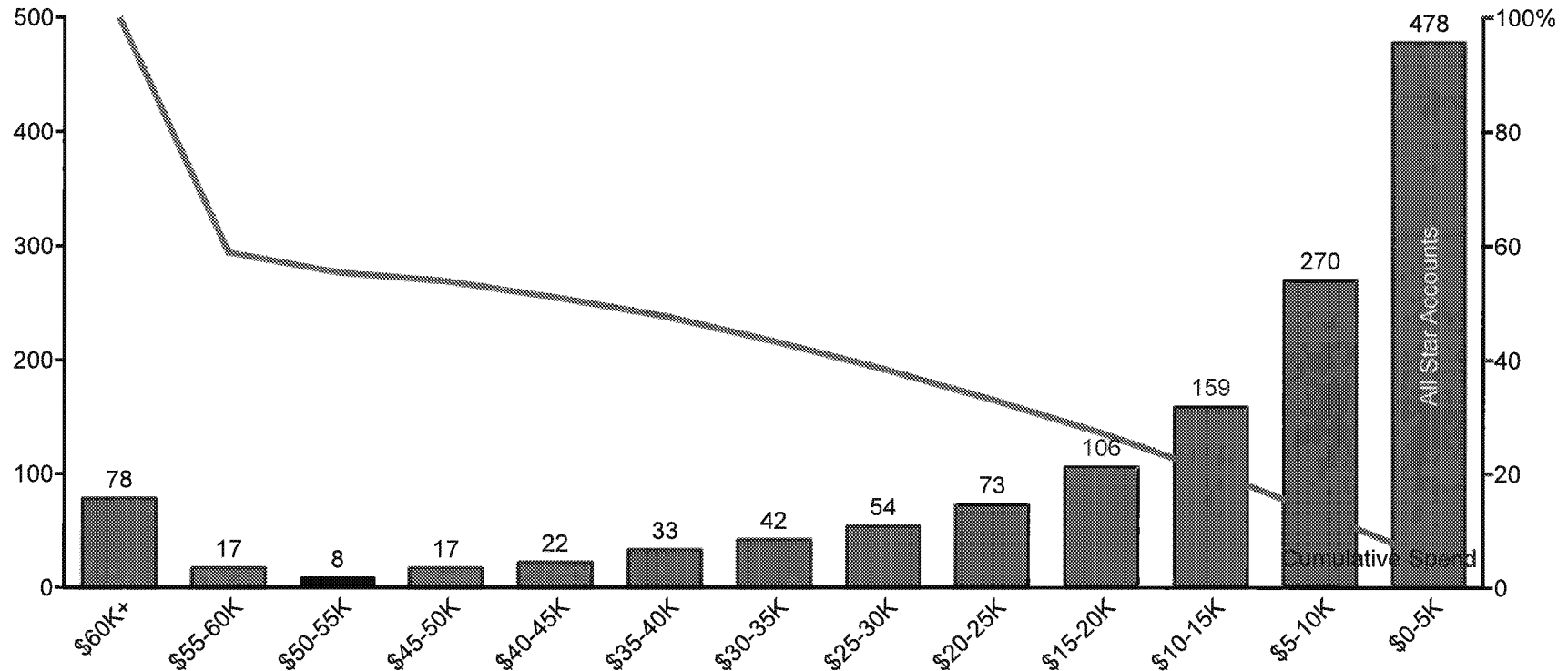
Administrative Expense

846010	Payroll - Salaried	175.00
846080	Payroll - FICA	7,635.42
846090	Payroll - FUTA	408.15
846095	Payroll - SUTA	391.17
846220	Office/Operating Supplies	837.94
846261	Telephone - Data Lines	33.33
846320	Bank Service Charges	270,935.91
846500	Travel - Air/Auto	2,200.17
846501	Travel - Auto	1,195.26
846510	Travel - Food	2,101.88
846520	Travel - Hotel	2,184.93
846750	Consulting Expense	2,959.04
846995	Other Miscellaneous Expense	3,197.56

Administrative Expense 294,255.76

Varsity Spirit**All-Star Spend Histogram**
(All Star)

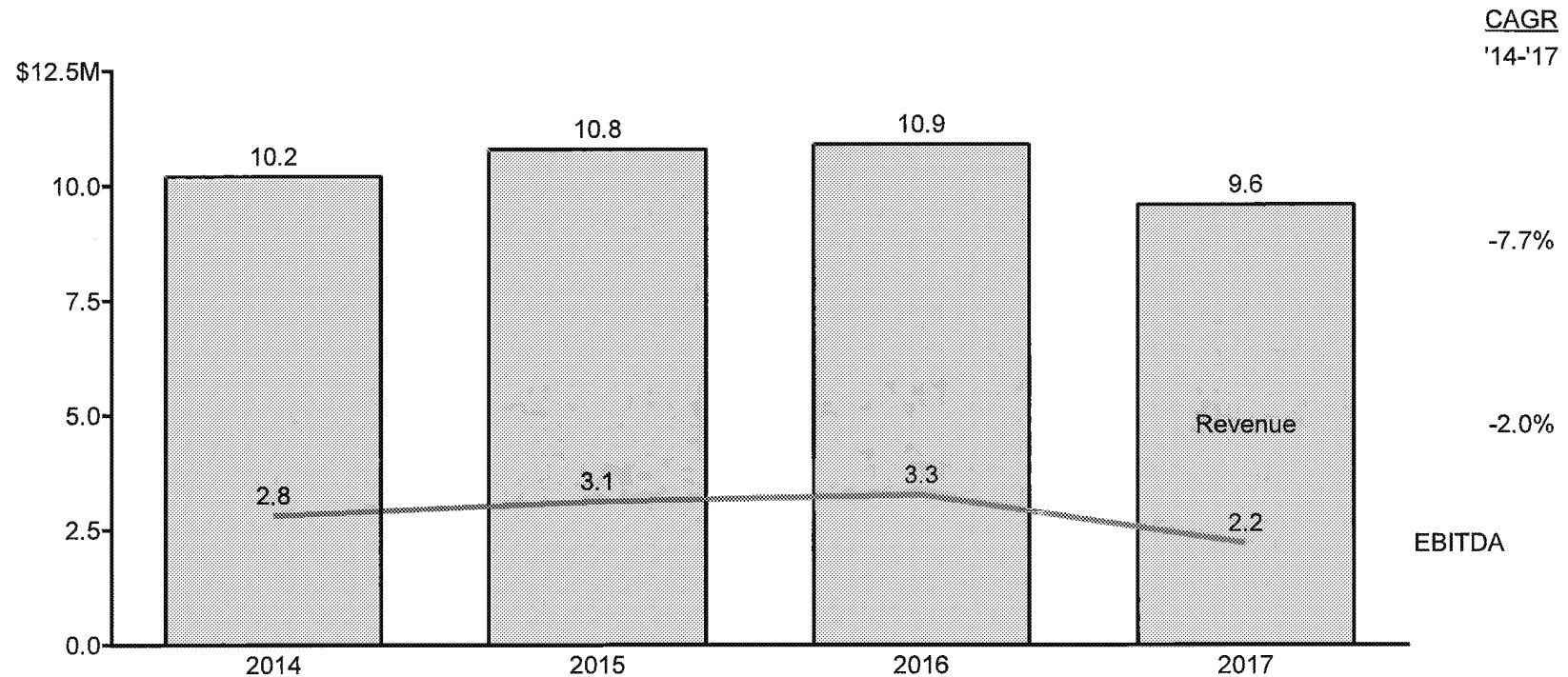
Number of FY2017 Accounts



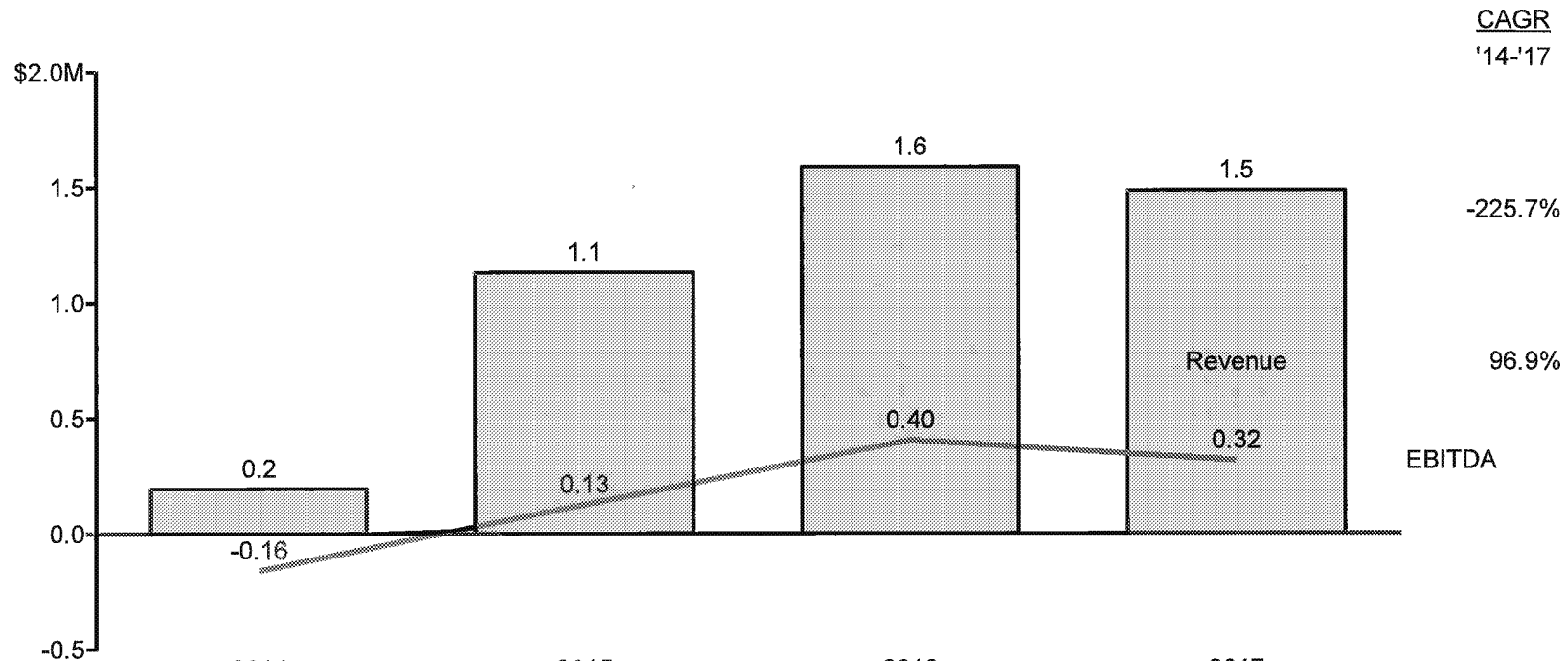
% of total spend	41.2%	3.5%	1.5%	2.8%	3.3%	4.4%	4.8%	5.4%	5.9%	6.8%	7.4%	7.9%	5.2%
Cumulative Spend	100.0%	58.8%	55.3%	53.8%	51.0%	47.6%	43.2%	38.4%	33.0%	27.2%	20.4%	13.0%	5.2%
% of total accounts	5.7%	1.3%	0.6%	1.3%	1.6%	2.4%	3.1%	4.0%	5.4%	7.8%	11.7%	19.9%	35.2%
Cumulative Accts	100.0%	94.3%	93.0%	92.4%	91.2%	89.5%	87.1%	84.0%	80.0%	74.6%	66.8%	55.1%	35.2%

Note: FY2017 account defined as account with >\$100 of relevant event spend in FY2017

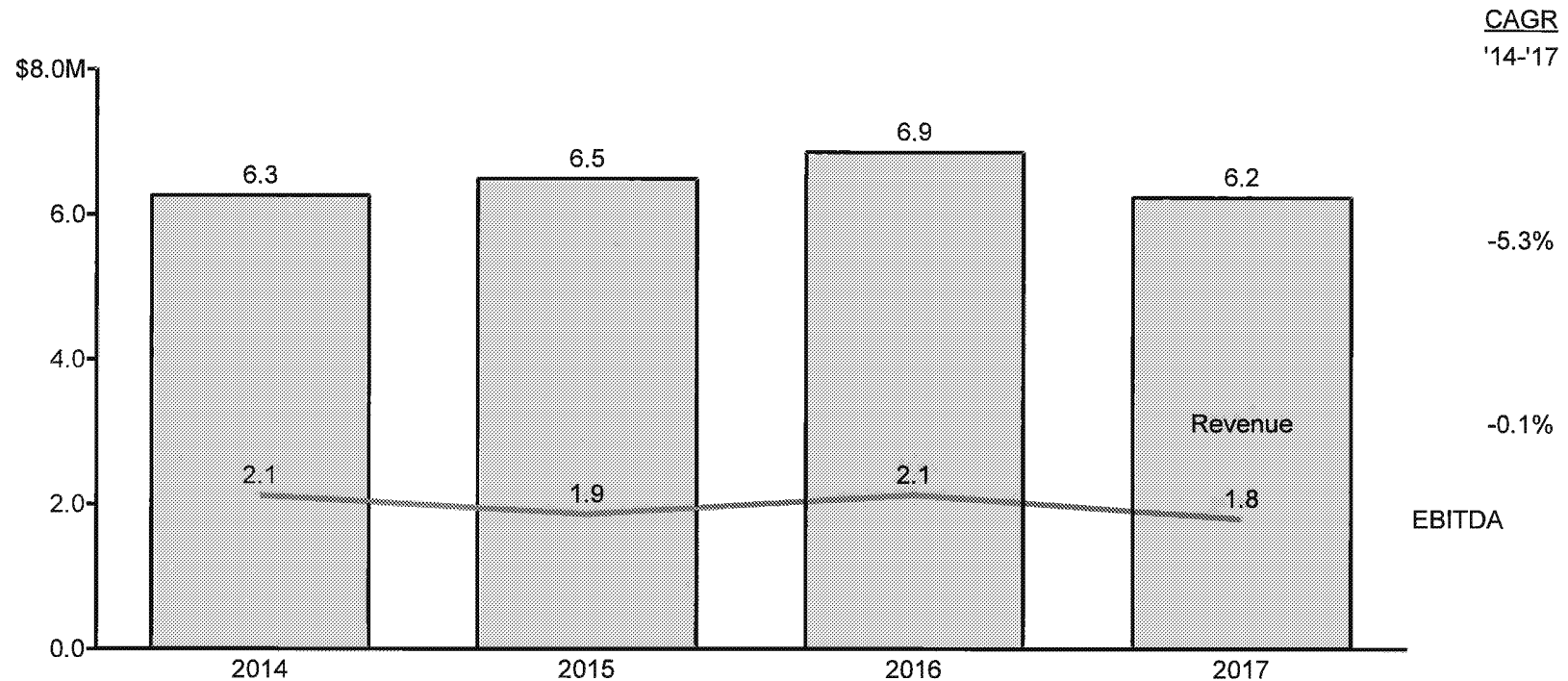
Source: 3.1.3 in Varsity Spirit Dataroom

Varsity Spirit**All Star Revenue Build**
(Non-Summit Organic)**Charlotte**

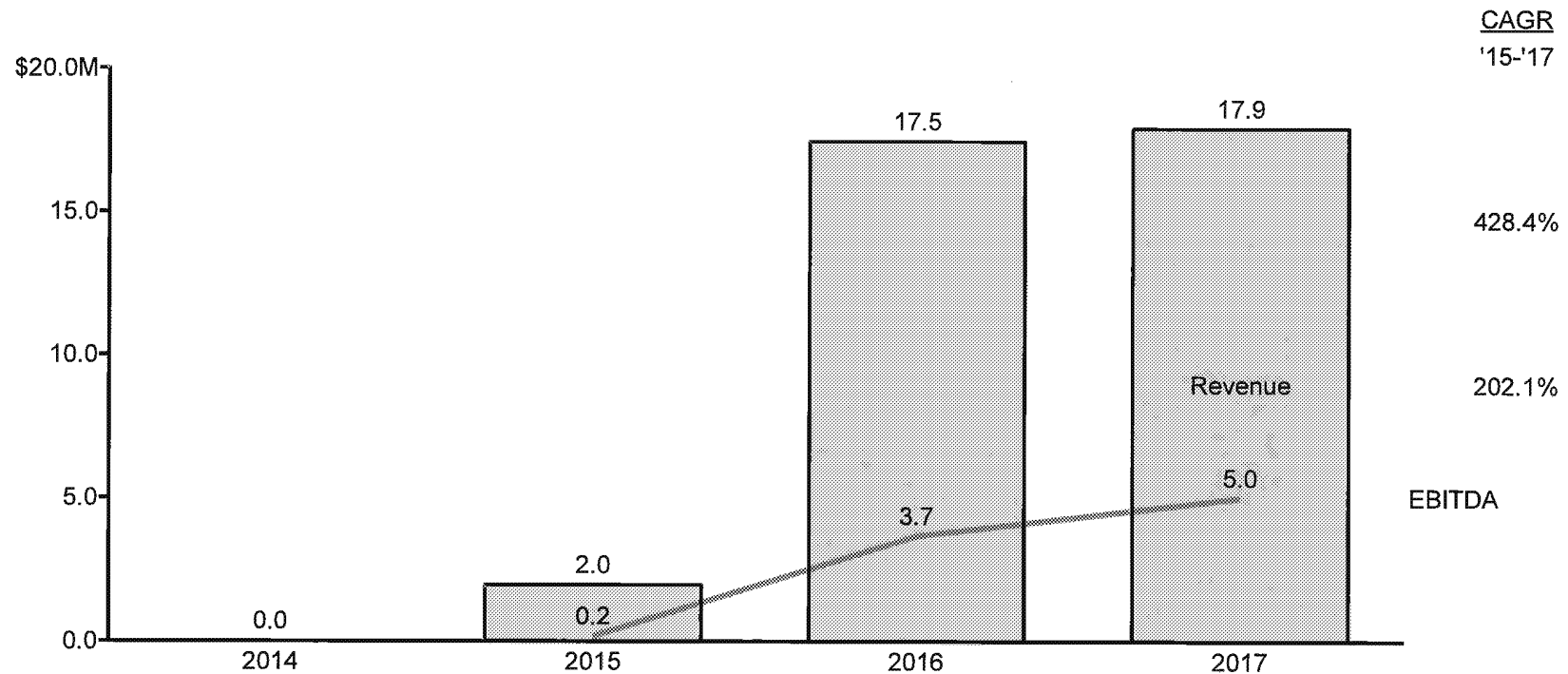
EBITDA %	27.6%	28.9%	29.9%	23.1%
Events	38	37	33	34
Teams / Event	131.4	132.2	149.4	129.9
Participants / Team	16.0	15.3	15.2	14.9
Revenue / Participant	\$128	\$144	\$146	\$146
Revenue / Event	\$268,637	\$291,856	\$330,581	\$282,333
EBITDA / Event	\$74,124	\$84,342	\$98,929	\$65,174

Varsity Spirit**All Star Revenue Build**
(Non-Summit Organic)**Cheer Ltd**

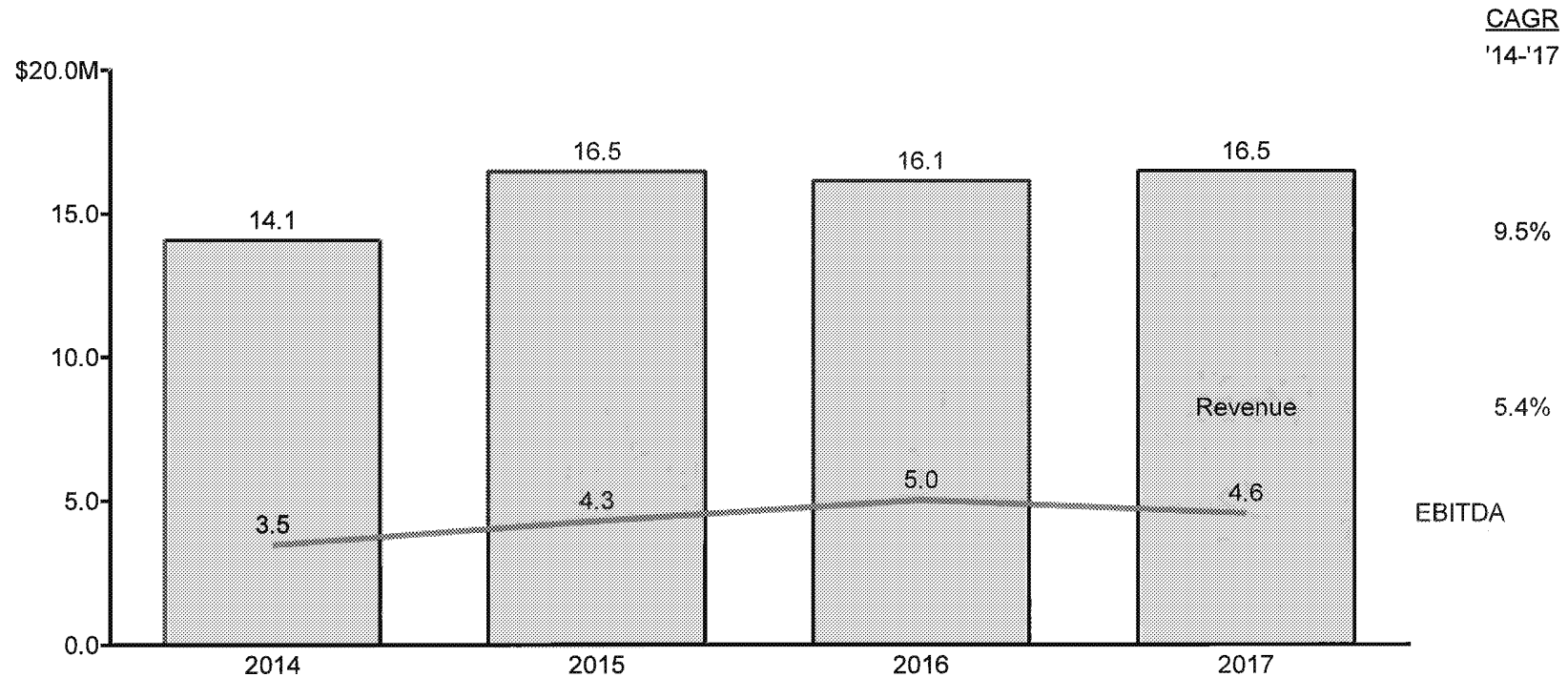
	2014	2015	2016	2017
EBITDA %	-81.8%	11.1%	25.4%	21.3%
Events	10	15	12	12
Teams / Event	27.0	57.8	86.8	84.8
Participants / Team	16.1	14.9	14.7	14.6
Revenue / Participant	\$45	\$88	\$103	\$100
Revenue / Event	\$19,451	\$75,464	\$132,318	\$123,816
EBITDA / Event	-\$15,910	\$8,391	\$33,648	\$26,346

Varsity Spirit**All Star Revenue Build***(Non-Summit Organic)***Cheer Power**

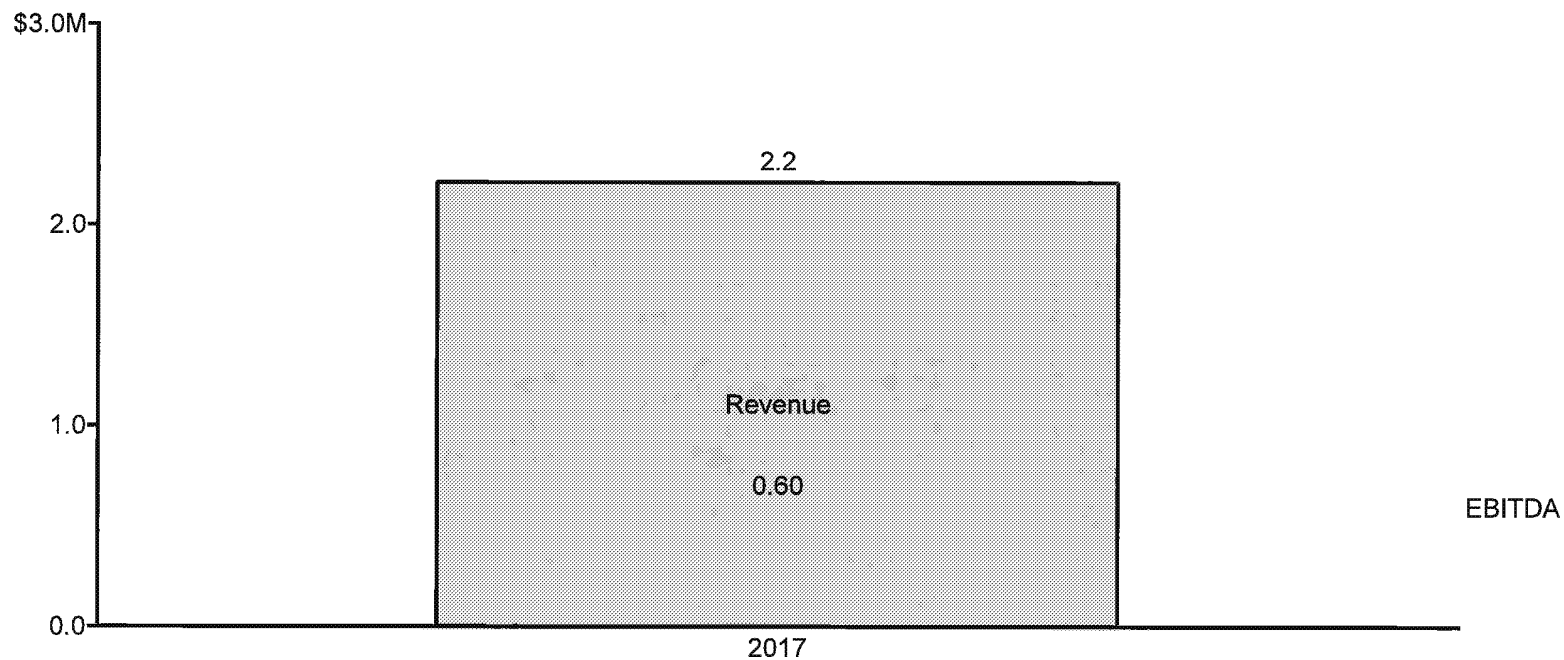
EBITDA %	33.8%	28.7%	31.0%	28.8%
Events	28	28	26	25
Teams / Event	158.8	157.8	159.8	141.2
Participants / Team	11.3	11.7	12.1	12.3
Revenue / Participant	\$125	\$126	\$137	\$144
Revenue / Event	\$223,637	\$231,762	\$263,799	\$249,398
EBITDA / Event	\$75,621	\$66,405	\$81,730	\$71,857

Varsity Spirit**All Star Revenue Build***(Non-Summit Organic)***JAM Brands**

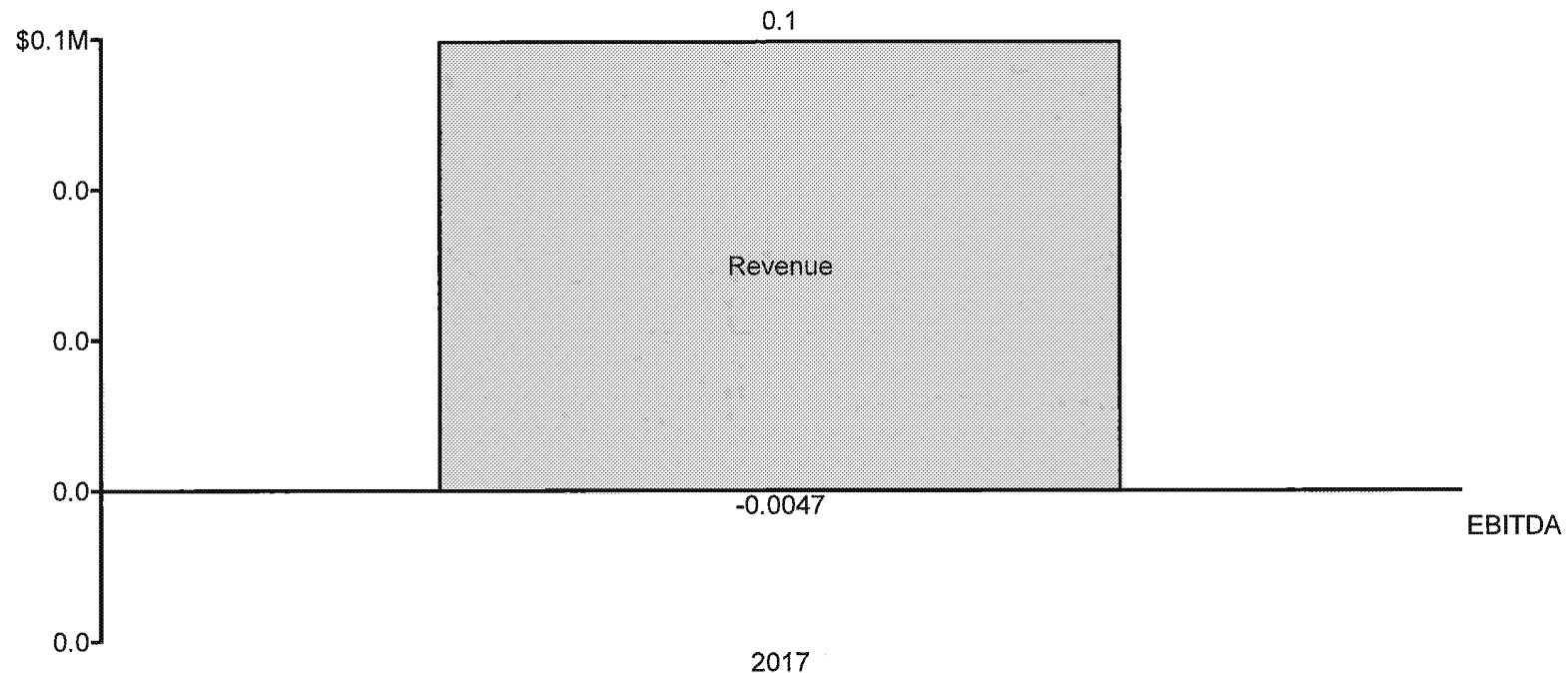
EBITDA %	--	9.1%	21.0%	27.9%
Events	--	19	85	77
Teams / Event	--	81.2	108.9	141.6
Participants / Team	--	13.0	13.0	13.0
Revenue / Participant	--	\$98	\$145	\$127
Revenue / Event	--	\$103,331	\$205,418	\$232,663
EBITDA / Event	--	\$9,427	\$43,183	\$64,942

Varsity Spirit**All Star Revenue Build**
(Non-Summit Organic)**Knoxville**

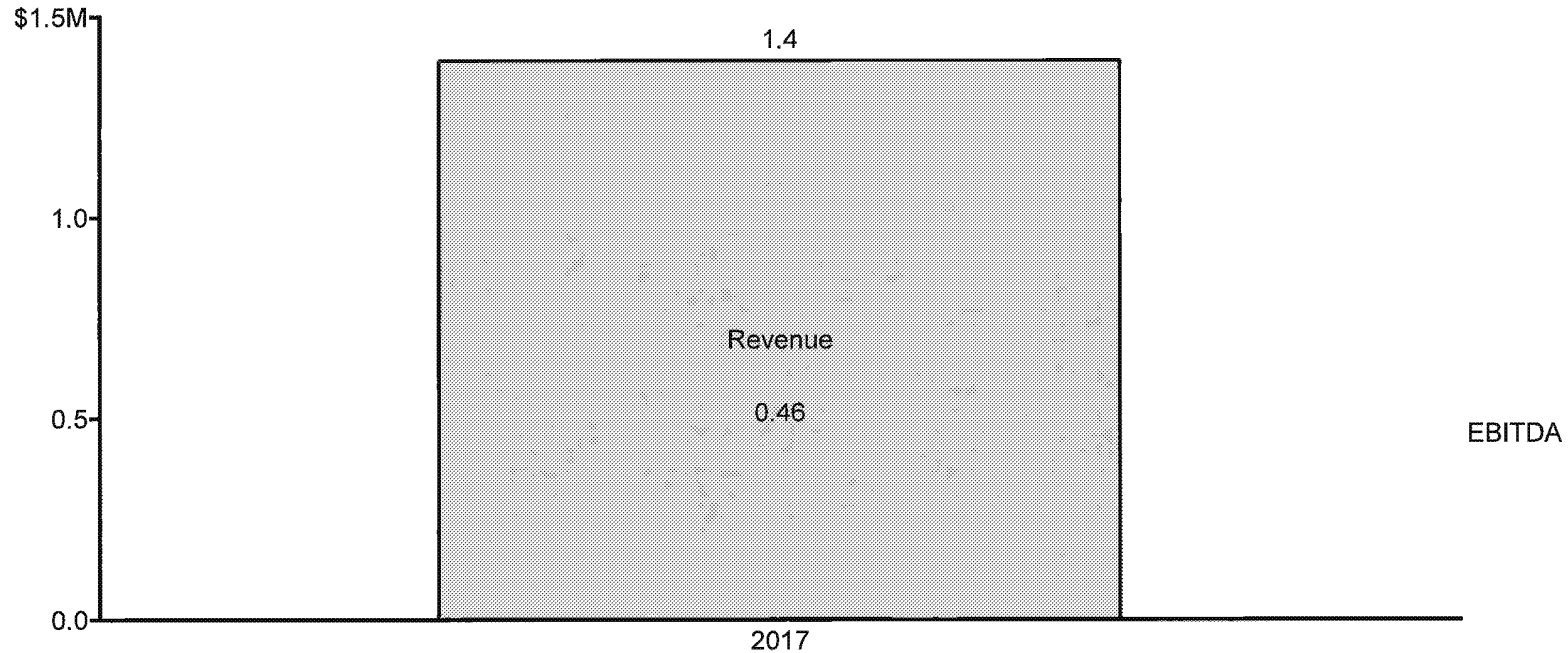
EBITDA %	2014	2015	2016	2017
	24.7%	26.1%	31.2%	27.7%
Events	38	45	44	50
Teams / Event	163.7	163.1	158.8	145.7
Participants / Team	15.4	14.7	14.3	13.7
Revenue / Participant	\$147	\$153	\$162	\$165
Revenue / Event	\$370,170	\$365,807	\$366,698	\$329,457
EBITDA / Event	\$91,485	\$95,589	\$114,287	\$91,351

Varsity Spirit**All Star Revenue Build***(Non-Summit Organic)***Aloha**

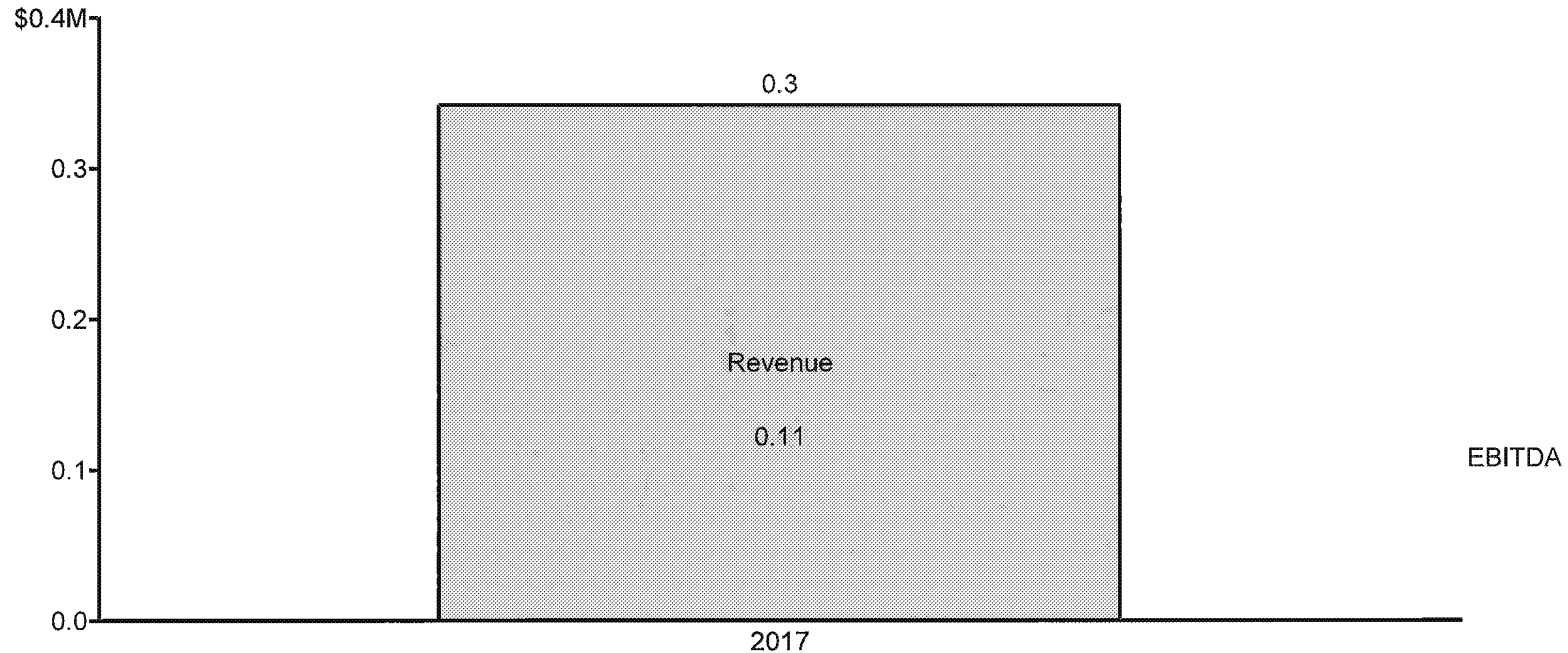
EBITDA %	27.0%
Events	20
Teams / Event	76.5
Participants / Team	11.0
Revenue / Participant	\$131
Revenue / Event	\$110,534
EBITDA / Event	\$29,848

Varsity Spirit**All Star Revenue Build***(Non-Summit Organic)***Mardi Gras**

EBITDA %	2017
	-7.9%
Events	2
Teams / Event	29.0
Participants / Team	12.8
Revenue / Participant	\$80
Revenue / Event	\$29,811
EBITDA / Event	-\$2,366

Varsity Spirit**All Star Revenue Build**
(Non-Summit Organic)**Spirit Celebration**

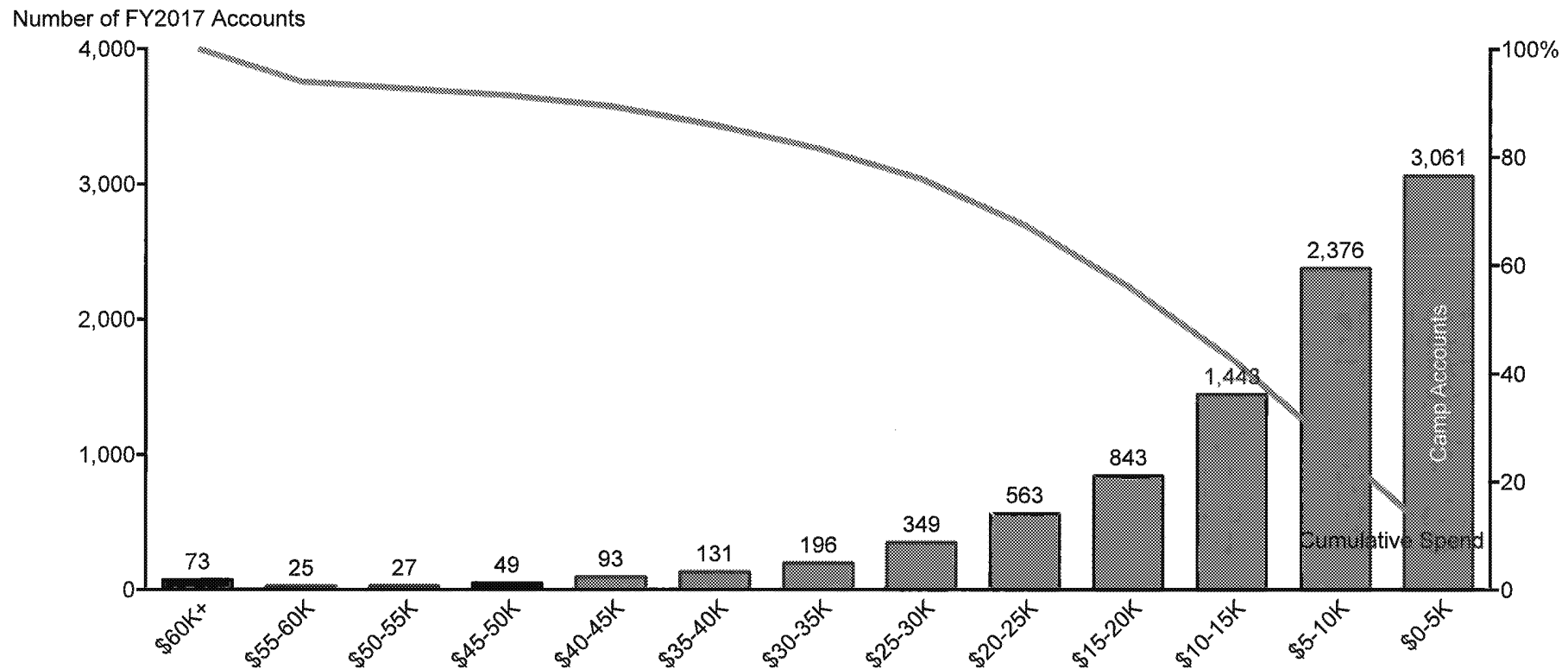
EBITDA %	33.2%
Events	6
Teams / Event	134.8
Participants / Team	14.0
Revenue / Participant	\$123
Revenue / Event	\$231,781
EBITDA / Event	\$76,963

Varsity Spirit**All Star Revenue Build**
(Non-Summit Organic)**Team Champion**

EBITDA %	31.5%
Events	4
Teams / Event	80.0
Participants / Team	15.0
Revenue / Participant	\$71
Revenue / Event	\$85,480
EBITDA / Event	\$26,952

Varsity Spirit

Camp Spend Histogram (Legacy Camps)



% of total spend	6.1%	1.3%	1.2%	2.0%	3.5%	4.3%	5.6%	8.5%	11.4%	13.3%	16.5%	17.1%	9.2%
Cumulative Spend	100.0%	93.9%	92.7%	91.4%	89.4%	85.9%	81.6%	75.9%	67.4%	56.1%	42.7%	26.2%	9.2%
% of total accounts	0.8%	0.3%	0.3%	0.5%	1.0%	1.4%	2.1%	3.8%	6.1%	9.1%	15.6%	25.7%	33.2%
Cumulative Accts	100.0%	99.2%	98.9%	98.6%	98.1%	97.1%	95.7%	93.6%	89.8%	83.7%	74.5%	58.9%	33.2%

Note: FY2017 account defined as account with >\$100 of relevant event spend in FY2017

Source: 3.1.3 in Varsity Spirit Dataroom

Acquisition Pipeline

Company	Business	Geography	Est. Rev (\$M)	Est. EBITDA (\$M)	Est. Price (\$M)	Multiple	Phase	Projected Close
Jam Spirit Group	All Star Event	US	\$1.9	\$0.2	\$1.5	6.5	Negotiating APA	Closed
Mardi Gras Spirit	All Star Event	US	\$0.9	\$0.2	\$0.9	5.1	Negotiating APA	12/1
Sea to Sky	All Star Event	Canada	\$0.4	\$0.2	\$1.0	6.0	Negotiating APA	12/20
EPIC / US Finals	All Star Event	US	\$7.5	\$2.1	\$14.9 EPIC* \$0.8 US Finals**	7.0	Negotiation	1/31
Worldwide Spirit Association	All Star Event	US	\$2.5	\$0.5			Evaluation	
Future Cheer	All Star Event / Training	UK	\$2.0	\$0.4			Evaluation	
Midwest Cheer Elite	Gym	US	\$3.0	\$0.4			Evaluation	
Australian All Star Cheer Federation	All Star Event	Australia	\$3.0	\$0.5			Initial Assessment	
Cheer Evolution	All Star Event	Canada	\$2.2	\$0.3			On Hold until Next Season	
JAMZ	Rec Event	US	\$4.0	\$0.7			Not Active	
Spring Tumbling	Choreography	International	\$2.0	\$0.3			Not Active	
GMCE	All Star Event	US	\$0.6	\$0.1			Not Active	
Nfinity	Shoes	US	\$12.0	\$2.0			Not Active	
Bowl Games of America	Special Events	US					Initial Discussion	

*EPIC Terms: \$12.9M upfront, \$1.2M earnout if incremental city contract and season pass EBITDA is realized; Separate \$840k earnout for incremental admissions paid out over three years to remaining management team

**US Finals Terms: \$567k payment to 75% owner (EPIC team); \$190k payment to remaining 25% owner (Americheer)

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Diligence Q&A

General

1. How was retention defined in the CIM
 - a. Revenue retention was calculated by taking our 2016 customer sales and pulling out churned customers' sales. As an example if we had 100 customers in 2016 who did \$100M in total. If we lost 5 customers who did \$1M each in 2016, revenue retention would be 95%.

Apparel

2. ***Discuss drives of core VSF revenue growth (increase in # of clients vs. increased wallet share at existing schools)***
 - Increasing and maintaining Customer retention year over year.
 - Increasing New Customer acquisition
 - Reducing rotation year customers who do not purchase key product categories from VSF every year. (Example School purchases uniforms next year only purchase accessories/shoes)
 - New styles, new innovative products, customization help drive sales to maintain SSS if customer is in uniform rotation year
3. ***Describe the-to-market strategy and cross selling across businesses and products.***
 - *Sadlow input:*
 - i. *For school market, the sales rep is the primary contact from an experiential nature; providing consult, design selection and fitting. Additionally, the sales rep recruits and registers customers for camps & competitions. Because of this 'sticky' relationship, the rep sees / (talks with) the customer multiple times per year and works in conjunction with the State Director to pull through (can't remember if anything else discussed here).*
4. ***How are you/we prioritizing apparel sales efforts with adding apparel to accounts who are already attending camp/competitions, bringing new accounts into VS or upselling existing apparel accounts.***
 - *Sadlow input:*
 - i. *Each sales rep identifies new business targets each year through their sales planning process in Salesbuilder.*
 - ii. *Additional targets are identified as 'new business' and leads are created within salesforce or rep finder, where Inside Sales Team is qualifying the lead, identifying product category interest, potential revenue and passing off to sales rep to begin sales process.*
 - *Sadlow input – Upselling:*
 - i. *Use of Vision Boards to merchandise all product categories or upsell into product categories not previously sold*

5. What investments are being made in the business, driving SG&A?

- Payroll and related taxes & benefits
- Inside Sales department
- New positions added to support added sales territories and customization process
- Sales Conference & samples with expanded sales Rep group
- Increase in VASF Catalog expense

6. Is sales growth of campwear (vs unit growth) being drive by ASP growth or product mix shift? What is the campwear opportunity?

- Campwear growth is driven by increase in ASP and a product mix shift to higher priced sublimated campwear garments
- We believe with continued innovation with sublimated campwear/practicewear we will increase our current market penetration. (55% of school customers that purchase \$500 or more from VSF buy campwear)

7. Why have uniforms lagged in growth?

- ~~Participation in cheer has grown 1%?~~
- High share of school uniform market
- ~~Rotation year purchasing cycle~~
- Budgets ??

NEED DATA (UNIFORM RETENTION)

Sadlow input: Market has not exceeded market rate of 1%; however, we have seen additional share pickup in Accessories and Shoes, while maintaining high market share in Uniforms.

8. How do we sell/charge for lettering?

- Lettering selling strategies:
 - Lettering promotes school brand and school spirit by incorporating the school logo/name via personalization and customization.
 - Uniform and other garments are designed with multi lettering placement options to upsell
 - Lettering gives the school the option to make a garment unique.
- Price is based on # of letter / color combination or size

TACKLE TWILL / COATED FABRIC / MASCOT / MONOGRAM PRICES													
PRICING IS PER GARMENT Mascot or tail on word counts as one letter each.													
No. of letters	TACKLE TWILL			COATED FABRIC			MASCOTS				MONOGRAM		
	1-Color Lettering	2-Color lettering	3-Color lettering	1-Color Lettering	2-Color lettering	3-Color lettering	Size	Outlined	Filled	Detailed	No. of letters	1-Color Lettering	2-Color lettering
1	\$5.50	\$7.00	\$8.75	\$6.00	\$8.00	\$10.00	1"	\$7.50	\$9.50	-	1	\$5.25	\$8.50
2	\$7.50	\$10.25	\$13.50	\$8.50	\$12.00	\$16.50	2"	\$9.00	\$11.00	\$13.00	2	\$7.00	\$12.00
3	\$9.50	\$13.50	\$18.25	\$11.00	\$16.00	\$23.50	3"	\$10.00	\$12.00	\$17.00	3	\$8.75	\$15.50
4	\$11.50	\$16.75	\$23.00	\$13.50	\$21.00	\$30.50	4"	\$11.00	\$13.00	-	4	\$10.50	\$19.00
5	\$13.50	\$20.00	\$27.75	\$16.50	\$26.00	\$37.50	5"	\$12.00	\$14.00	-	5	\$12.25	\$22.50
6	\$16.25	\$23.75	\$32.50	\$19.50	\$31.00	\$44.50	6"	\$13.00	\$15.00	-	6	\$14.00	\$26.00
Over 6	\$2.75 per add'l letter	\$3.75 per add'l letter	\$4.75 per add'l letter	\$3.00 per add'l letter	\$5.00 per add'l letter	\$7.00 per add'l letter	See your Rep for additional mascots available				Over 6	\$1.75 per add'l letter	\$3.50 per add'l letter

9. How do we price relative to competitors?

- Based on VSF catalog pricing we are consistently higher priced than our competitors in all major product categories.

10. Where do you see additional price/mix opportunities?

- Sublimated product categories
- Custom Footwear

11. Need more information customer turnover rates? Slide 14 (CB updating slide 14)

- NEED DATA: NEW / LOST CUSTOMERS BY SCHOOL TYPE: COLLEGE, HIGH SCHOOL, JR HIGH, ELEMENTARY**

12. P 20 questions

- Pash has worked with Lisa to address these questions.
- (We will follow up after Friday's meeting with Pash, Brian, Lisa)

All Star

13. How many competitions does the average Summit team attend before Summit.
 - a. In 2017 the D1 Summit teams went to an average of 7 regular season Varsity All Star Events. That number grew to 8 events in 2018. (1491 teams going to D1 this season)
 - b. In 2017 the D2 Summit teams went to an average of 6 regular season Varsity All Star Events. That number grew to 7 events in 2018. (1065 teams going to D2 this season)
 - c. Overall the Varsity All Star regular season average is 4.9 events for all of our customers.
14. What percent of local/state competitors (teams) go to the Summit
 - d. 26% - 2556 registered /9662 teams in the USASF database. This year we have 2556 registered teams at one of the Summits. (We have 1965 teams registered for the US Finals.) There are 9662

total teams registered with the USASF this year. Opportunity to capture an additional 5111 teams at a Varsity end of season event.

15. Is Summit cannibalizing other events or competitions?
 - e. Late season events have seen decline since introduction. April used to be our strongest month. Now it is one of our weakest. May is the strongest now with the performance of US Finals and both Summit events. Overall we have the same gyms/teams going to the same number of competitions, however they are replacing a local event with The Summit.
16. M & A strategy for All Star events
 - f. Typical players are mostly regional event companies who have deep ties into their specific markets. We look to acquire all the Tier 1 event companies (brands such as American Championships, Athletic Championships) that give bids to the cheerleading and dance Worlds. There are only 42 Tier 1 event companies. Varsity now owns 32 of those Tier 1 companies in all of the best markets
17. Please discuss historical performance drivers and strategy to grow/maintain non Summit and non M&A competitions
 - g. Historically we have added new events where we needed in our regional offices (Gainesville, Knoxville, Louisville, Charlotte, and Houston).
 - h. We use the bid distribution process to help drive growth in our core regional offices by balancing between smaller and larger competitions.
 - i. As we have grown our market share we have continued to make adjustments to the Varsity Family Plan such as required number of regular season events and 100% cash rebate. Last year we introduced a 75/25 split and are leaning toward a 60/40 split over the next few years.
 - j. In order to grow the industry we are making adjustments to the score sheet and rules to increase participation (average size of team was trending in the wrong direction)
18. How different are acquired brands and competitions vs organic and competitions.
 - k. The composition of the events is basically the same. However, the Varsity branded events are typically at nicer venues with much more production and bells and whistles. Staff that runs the Varsity events have much more experience and knowledge in all that we do from an operations side of things. EPIC being a lower value, lower price point competition that has traditionally ran events in the local high schools or rec centers which is different than our organic competitions that are operated in pricier convention centers and arenas. All of our most recent acquisitions have been similar to EPIC.
19. What cost synergies are there and are there overlaps with existing brands
 - l. Utilization of Varsity owned A/V production and flooring trailers
 - m. Higher utilization of local staff versus using brand specific staff members.
 - n. With some of our smaller acquisitions we will continue to consolidate their events into existing offices.
 - o. Decrease the arms race on sound and lighting and production for smaller competitions and drive savings
20. Please speak to the growth story behind D1 and D2 Summit. What have been the main contributors to rapid growth.
 - p. When Varsity helped create the USASF World Championships we created a model for the elite level 5 and 6 teams to earn the opportunity to compete at Disney by introducing a bid distribution structure at select events. Our goal with creating the Summit was simply to mirror that model but try to appeal to the other 95% of the all star market which was levels 1-4. (D1 is designed for gyms with 126 athletes and up. D2 is for 125 athletes and less)
 - q. Getting full buy in from all of our brands to support the Summit, and having a great marketing and sales effort has been key. Every weekend at our events we depend on all of our folks to really pump up the event so that every coach, athlete, and cheer parent in America wants their son or daughter to get a bid to attend The Summit.
21. Please elaborate on max capacity for D1 & D2 Summit. Also elaborate on the D3 Summit opportunity.
 - r. We see the max capacity being somewhere around 1450-1500 teams per weekend. This year we have 1491 teams coming to the D1 Summit and 1065 coming to the D2 Summit. Considering that our bid acceptance rate is over 95% I would see us hitting that number over the next two seasons
 - s. D3 or International Summit is the next opportunity. This season we introduced an "International Summit" on Thursday and Friday before The Summit. Goal is to help International teams get to

our event. In year 1 we have 211 teams registered. Two to three years from now we should be able to give the International Summit it's own weekend. (US teams can compete in this as well)

22. Please provide the event level data to separate out account level trends for Summit vs M&A acquired accounts vs organic events
23. What explains the high churn/wins(-30 attrition of accounts) each year.
24. Please describe the cost structure specific to Summit events vs other competitions.
*Summit cost includes park hoppers, hotel stays, etc. Other comps do not have those items. So while a customer may be paying us \$200 for a park hopper pass we still have to pay Disney a big portion of that.
25. Is there concern around margin dilution if Summit draws spend away from non Summit events?
*Summit is in May. Teams will still need to compete from November to April in order to get the bids.
26. Please walk through the cost structure, including overview of fixed vs variable cost.
*Every event has a break even point. Every dollar received over that point goes straight to the bottom line. Rent is fixed, staging, sound and lighting, and staffing is fixed. One arena can fit 200 teams in a day. Goal is to try to get as close as possible to that number.
27. What roles and functions are associated with All Star labor?
*Event setup staff, judges, and corporate staff
28. Given size of Housing/Food/Conference spend bucket, is there any cost savings opp?
*The Housing/Food/Conference is all tied into operating an event withing that space. Rental, electric, venue rental, security, etc. With better negotiations and additional city money and grants there is an opportunity.
29. Please describe the billing process for events, eg. Customer payments, Disney/events, payment, timing of working capital.
*Customer commits to attending an event in the summer, registers in the early fall, and then pays prior to the event. Unless the customer is paid in full they do not compete that weekend.

30. Please discuss demand for All Star competitions and/or planned rollout of new events

The demand for All Star competitions is stable. Our customers, All Star gyms, must compete in order to run their business and Varsity provides the best circuit of events available. Annually we review our competition calendar and determine opportunities for new events or consolidation of existing events. Within our portfolio of events, demand for our larger 2-day championships has grown due to the "paid" Summit Bids we make available at these events. We've done this strategically since our 2-day championships have the highest profit potential. With the exception of a possible D3 Summit, I don't foresee a large rollout of new events, but rather refinement of our exiting events (e.g. make US Finals 2-days, consolidate smaller events to make larger more profitable events, etc.)

31. Increased all star participation and higher per cheerleader spend drove significant historical financial growth; however all star cheerleaders are citing cost as a primary reason for churning away to lower value forms of cheerleading; please discuss managements approach to mitigate this trend going forward.

To protect against this trend, we completed several recent acquisitions which has given us stronger event coverage nationwide. We believe we are now positioned such that teams will be able to reduce their travel cost by competing with Varsity at a more local/regional level. Show example Brian put together for a Columbus, OH gym.

32. Describe the-to-market strategy and cross-selling across businesses and products.

The Varsity Family Plan and Network customer loyalty programs encourage cross-selling of fashion and events. The Varsity All Star Advisors (event sales team) and Varsity All Star Fashion Specialist (fashion sales team) collaborate and coordinate their sales efforts. We regular identify who is spending on fashion but not on events and vice versa, then coordinate our sales approach.

33. Summit and All Star M&A have been big part of our success, how do you view those going forward?

The Summits will continue to be a key driver of growth. We control the pathway to the Summit and can adjust this seasonally to steer customer behavior at our regular season events. Additionally, we can further segment the market and create a D3 Summit or develop an International Summit as demand grows for All Star cheerleading internationally. We believe our next M&A opportunities will be focus on International event companies. All Star cheer events are growing steadily in countries like Canada, the UK, and Australia. If cheerleading becomes an Olympic sport in the next 6 years (2024), international cheerleading could explode.

Separately, we are in the early stages of integration for our recent acquisitions. We will be able to capitalize on synergies and cost savings over the next few seasons, similar to the growth seen in 2011 when our first wave of acquisitions rolled through their earn outs.

34. Why is our apparel share in all star less than school?

More competition in the all star apparel space (Rebel, GK, Nfinity, etc.). Gyms are running a business and always looking for a new deal or opportunity. Thus, new apparel companies can enter the market on price and deep discounts.

35. How have year end events impacted avg. number of events teams attend this season

[JS Question – are summit and D2 included in table below?]

	Average # of events	
	2017	2018
Summit	7	8
D2	6	7

Disney

